

SPIDER-MAN

Written by
Isaiah Sanchez

Based on the MARVEL COMICS character

SPIDER-MAN

FADE IN:

MUSIC IN. OPENING CREDITS SEQUENCE - DAY

New York City. A concrete jungle. The sun rises from behind
THE WORLD TRADE CENTER.

A helicopter passes by.

TITLE: "1992"

CONTINUE CREDITS. The crowded streets -- filled with CABS,
COP CARS, and the everyday people. HONKING, comes from every
direction.

A HOT DOG VENDOR

Holds up TWO HOT DOGS.

HOT DOG VENDOR

Hot dogs! Come on! Only for ninety-
ninety cents!

CONTINUE CREDITS. A PAPER-BOY rides his bike through a SEA
OF PEOPLE. Their bike goes leans side-to-side quickly as
they peddle quick.

In the sky, a PLANE flies over.

The skyline of New York City sits below as the golden sun
rises.

It's a beautiful day in New York.

EXT./ESTAB. PARKER RESIDENCE - DAY

THE PARKER RESIDENCE. A BUS passes by.

ANOTHER PAPER BOY

They ride a bike past the house -- they throw a NEWSPAPER at the driveway.

INT. PARKER RESIDENCE, PETER'S ROOM - DAY

A PICTURE OF A YOUNG BOY AND AN OLDER MAN.

They're fishing, the young boy has a large CATFISH in his hands.

A PICTURE OF A MOTHER, A FATHER, AND A SON.

They're smiling, behind them is a lake. A SPEEDBOAT sits behind them.

STACK OF HOMEWORK AND FOUR BOOKS

Stacked onto each other.

Finally, a pair of CIRCULAR GLASSES. Next to the glasses is a sleeping ...

PETER PARKER (17).

Peter is not an ugly kid, but he's no model either. He has nothing wrong with him physically, but nothing exactly right with him, besides his brilliance.

He snores as an ALARM CLOCK TICKS from "6:29" to "6:30" -- it begins to go --

BEEP! BEEP! BEEP!

His alarm is going off. Peter grabs his clock and turns it off. He shuts his eyes.

Peter slowly sits up on his bed.

He wipes his eyes and yawns, shaking his head.

Peter grabs his glasses and puts them on. His eyes, squinted, open up quickly.

He stands up.

Peter fixes his bed quickly. He looks to the side and sees the OUTLINE OF A GIRL NEXT DOOR. She's fixing her hair, moving it, brushing it. She's unable to be seen.

Peter doesn't move, he doesn't make a sound he just looks over there. An innocent smile grows on his face.

Peter snaps out of it!

Peter takes off his shirt, revealing his scrawny body.

He walks over to the closet and opens it. Peter looks through it and grabs a dress-shirt.

Peter puts the dress-shirt on and changes into different pants.

He grabs his bag and walks out of his room.

INT. PARKER RESIDENCE, KITCHEN - DAY

Peter walks downstairs.

BEN PARKER (uncle Ben) is sitting at the table, reading a NEWSPAPER.

HOTCAKES ON A PLATE.

Holding the hotcakes is AUNT MAY (aunt May) walks up to Ben and puts the plate on the table in front of him.

She looks up and sees Peter.

AUNT MAY
Peter! You're awake!

May walks up to her nephew and hugs him.

PETER PARKER
Hey May.

Ben looks back at Peter.

UNCLE BEN
Hiya, Pete!

Ben extends his arm towards Peter for a handshake. Peter grabs his hand and shakes it.

PETER PARKER
Hey Ben.

AUNT MAY
You want some hotcakes, Peter?

Peter looks up at May.

PETER PARKER
No thanks, May. I gotta hurry for school.

AUNT MAY
You sure?

PETER PARKER
I'm sure.

May smiles, putting the rest of the hotcakes into the microwave.

AUNT MAY
Alright, how about some orange juice?

PETER PARKER
(Sighs, smiles)
Sure, May.

AUNT MAY
Coming right up.

She turns -- opening the fridge, grabbing ORANGE JUICE. She puts the orange juice on the counter and closes the fridge.

May grabs a cup and pours the orange juice into the cup. Emptying the carton.

She turns to Peter, giving him the orange juice.

PETER PARKER
Thanks, May.

AUNT MAY
(Smiles)
You're welcome, sweet heart.

Peter drinks the orange juice and puts the cup on the counter.

He hugs and kisses May on the cheek, then hugs Ben.

PETER PARKER
Alright, I got to go.

| | |
|--------------------------------------|------------------|
| UNCLE BEN | AUNT MAY |
| Have a good day at school, sport! | No fights kiddo! |

Peter nods and walks out.

UNCLE BEN
He's a good kid, May. I'm proud.

EXT. FOREST HILLS NEIGHBORHOOD, BUS-STOP - DAY

Peter plays on a GAME-BOY as he sits at his bus stop.

THE SCHOOL BUS.

It SPEEDS past him.

Peter looks up quickly, puts his game-boy in his pocket and runs after it.

PETER PARKER
Hey! Stop the bus!

EXT. FOREST HILLS NEIGHBORHOOD, STREET - DAY

Peter reaches the bus, he bangs on the side of the bus.

PETER PARKER
Stop it! I'm out here!

TEENAGERS stick their heads outside of the bus window.
Laughing at Peter.

PETER PARKER (cont'd)
Tell the bus driver to stop the bus!
Please!

TEENAGER #1
(Shakes head, laughs)
Nah!

INT. SCHOOL BUS - DAY (MOVING)

A SEA OF TEENAGERS.

One of them being EUGENE (FLASH) THOMPSON, a jock with a mean face and bright blond hair.

Next to him is LIZ. His girlfriend, she's way out of his league.

FLASH THOMPSON
(Laughing)
You should see Parker out there!
Yelling like a punk!

PETER PARKER (O.S.)
Hey! Stop the bus!

LIZ
So immature, Flash.

FLASH THOMPSON
(Scoffs)
Whatever.

EXT. FOREST HILLS NEIGHBORHOOD, STREET - DAY

PETER PARKER
Come on!

PETER'S SHOELACE,
Comes undone.

Peter trips over his shoe. Falling onto the ground... on his face.

PETER PARKER (cont'd)
Agh!

TEENAGER #2
Good luck, Parker!

Peter lays on the ground in defeat. He groans. The bus drives off into the distance, the sound of laughter fades away.

PETER PARKER
(Groans)
Great.

He closes his eyes and holds his face.

A CAR HONKS at Peter. He stands up quickly.

Peter puts his hand up 'sorry' -- he walks to the side of the road and sees BEN'S CAR.

He waves it down, Ben, in the car smiles and shakes his head. He puts his hand up 'coming.'

EXT. MIDTOWN HIGH, PARKING LOT - DAY

Peter gets out of Ben's car. He waves at Ben.

PETER PARKER
See ya, Ben. Thanks for the ride.

UNCLE BEN
Any time, kiddo!

Ben drives away. Peter's smile fades away as he takes in a deep breath.

He turns -- looking at the MOB of STUDENTS.

Peter walks past the BUS DROP OFF ZONE. Flash steps off the bus.

FLASH THOMPSON
Hey, Parker! Saw your uncle gave you a ride! Shouldn't he be in a nursing home!?

PETER PARKER
(Mumbles)
Shouldn't you be in kindergarten?

Flash frowns.

FLASH THOMPSON
What did ya say, jackass?

Peter doesn't respond, he just keeps walking.

FLASH THOMPSON (cont'd)
Hey! I'm talking to you!

Liz grabs his arm, stopping him.

LIZ
Just let it go, you big dummy.

FLASH THOMPSON
I'm talking to him! You bud out of it!

Flash grabs Peter by the back of his shirt. He turns him around and pulls him close.

FLASH THOMPSON (cont'd)
Listen. Next time I'm talking to you, you answer... understood?

PETER PARKER
Sure thing.

He shoves Peter to the ground. Flash walks away.

FLASH THOMPSON (O.C.)
Or you'll be spending the rest of your senior year in a locker!

Peter grabs his glasses and fixes them.

PETER'S P.O.V.:

Everything is blurry. However, as his glasses go on, everything becomes clear. He sees Liz walk away with Flash.

THEN -- a voice. A friendly one. A female one.

FEMALE VOICE (O.C.)
That *had* too hurt.

GWEN STACY (17).

Gwen is a beautiful nerd. Her glasses, almost the same as Peters. She has an awkward, but innocent smile.

GWEN STACY
You alright, Pete?

Peter stands up and dusts himself off.

PETER PARKER
Yeah, I'm fine. Thanks.

GWEN STACY
You need anything --

PETER PARKER
I'm fine.

Peter scoffs as he pulls out a BROKEN GAME-BOY.

PETER PARKER (cont'd)
Spent my entire allowance on this.

GWEN STACY
I'm sorry...

PETER PARKER
Why would you apologize?

Peter throws his bag off of his back and puts it in.

He walks away.

GWEN STACY
Wait -- Pete! I'm coming!

INT. MIDTOWN HIGH, ENGLISH CLASS - DAY

Peter sits in class, alone. EVERYONE is talking and laughing. Peter isn't, he's just sitting there, waiting.

The TEACHER goes to the front of the class.

ENGLISH TEACHER
Alright. Class.

Nobody can hear him.

ENGLISH TEACHER (cont'd)
(Clears throat)
Class!

Not one person pays attention, not even Peter. He's zoned out.

ENGLISH TEACHER (cont'd)
(Slams desk)
CLASS!

The class goes quiet.

Everyone pays attention. Peter snaps out of it and looks up at the teacher.

ENGLISH TEACHER (cont'd)
Your test scores came back. I'm
afraid nobody besides Peter Parker
got over a fifty-percent.

The teacher walks around the classroom with a STACK OF GRADED PAPERS.

He hands out papers to every student.

The teacher reaches Peter.

ENGLISH TEACHER (cont'd)
Great job, Peter.

INSERT PETER'S GRADE: "100% -- PERFECT SCORE."

The teacher gives Peter a friendly smile. He walks off.

ENGLISH TEACHER (cont'd)
Right. You will all need to study
over the weekend.

All the students GROAN.

ENGLISH TEACHER (cont'd)
Peter, see me after class.

Peter nods, fixes his glasses.

INT. MIDTOWN HIGH, ENGLISH CLASS - LATER

Peter sits across from his English teacher.

ENGLISH TEACHER
I gotta say, I'm very proud, Peter.

PETER PARKER
Thanks.

ENGLISH TEACHER
I mean -- it's impressive. I've been teaching at this school for twenty years and never have I've seen a perfect score.

Peter smirks.

ENGLISH TEACHER (cont'd)
You got a bright future, son. I can feel it -- no -- see it.

PETER PARKER
Thank you.

ENGLISH TEACHER
Hell, you can teach this class better than me if you wanted.

Peter scoffs.

INT. MIDTOWN HIGH, CAFETERIA - DAY

Peter sits at a lunch table. Gwen joins him, placing her food down on the table.

GWEN STACY
Today's lunch; spaghetti.

THE PLATE OF FOOD.

Nothing special. Just regular school food.

PETER PARKER
Fun.

GWEN STACY
You want to try some?

Liz walks by. Peter looks at her as she walks past. His eyes, locked on her.

PETER PARKER

Nah.

GWEN STACY

You sure? It's pretty good...

Her voice fades out as Peter continues to stare at her as she walks away.

As she continues to walk, Peter continues to stare... until Flash stands in front of Peter, blocking her from his view. Smiling at Peter.

FLASH THOMPSON

Peter-god damn-Parker. Staring at my girl again, huh?

PETER PARKER

What?

Flash walks over to Peter, slamming both of his hands on the table.

FLASH THOMPSON

Okay, so maybe your deaf. Or just stupid.

Before Peter can speak -- WHACK! -- he gets smacked straight in the face by Flash. His glasses fly off, hitting the ground.

FLASH THOMPSON (cont'd)

Don't you remember the last time you stared at her?

Gwen stands up.

GWEN STACY

Leave him alone, Flash.

FLASH THOMPSON

Or what? Daddy gonna arrest me?

Flash puts his hand on Gwen's face and moves it out of the way.

FLASH THOMPSON (cont'd)

Get outta here.

GWEN STACY

You're -- You're a jerk, ya know that!?

FLASH THOMPSON
(Mocks her)
You're a jerk, ya know that!?
(Laughs)
Shut up.

PETER PARKER
Don't...

Flash turns to Peter, and squints his eyes.

FLASH THOMPSON
Say it.

PETER PARKER
Don't talk to her like that.

Thompson laughs his ass off. He grabs Gwen's milk, opens it, and dumps it all over his head.

PETER PARKER (cont'd)
Ah! No!

Peter is soaked in milk.

He wipes his glasses off as best and much as he could.

PETER PARKER (cont'd)
God...

GWEN STACY
Peter!

Flash walks off.

Gwen puts her sleeve over her hand and wipes it over his eyes.

GWEN STACY (cont'd)
You okay?

Peter jerks his head away.

PETER PARKER
I'm fine. I'm gonna go to class, see
ya tomorrow.

Peter stands up and walks away.

GWEN STACY
Oh -- kay.

EXT. STREETS OF THE BRONX - NIGHT

A STREET SIGN.

Tagged up. Old. It reads... "THE BRONX."

AN OLD LADY

Is walking alone.

WHISTLING.

The lady looks around. Nothing. She keeps walking.

MORE WHISTLING.

She looks around once more. Again, nothing. She keeps walking.

The lady walks faster, holding her purse close to her.

SMOOCHING NOISES.

The lady tries to ignore it, continuing to walk.

THE CLASHING OF GARBAGE CANS.

The lady looks around -- doing an entire 180 -- once looking forward she sees...

VINNIE.

A slim man. Wearing a GREEN HAT, GREEN JEANS, a DIRTY BROWN JACKET, and a YELLOW SHIRT.

He's holding a knife.

VINNIE
Don't cry, lady. Just give me some cash.

A CAR PASSES.

VINNIE (cont'd)
Don't even make a sound.
(Smirks)
Got to stay... silent.

The lady doesn't respond.

VINNIE (cont'd)
Don't make me ask again, lady.

She reaches for inside her purse.

VINNIE (cont'd)
That's right.

Vinnie SNATCHES her purse and digs through it.

He takes out a WALLET from her purse.

VINNIE (cont'd)
(Smiles)
That's what I want.

The lady's breath shakes as she looks at Vinnie.

Vinnie winks, he digs through her wallet and pulls out 200 DOLLARS.

VINNIE (cont'd)
Awesome. See ya around.

POLICE SIRENS.

Vinnie looks to the side, RED and BLUE lights shine.

A COP gets out of his CAR. He points a GUN at Vinnie.

BRONX OFFICER
Hey! Hands up!

VINNIE
Shit.

Vinnie throws the purse down, he clenches onto the money and runs away into an alleyway.

BRONX OFFICER
HEY! STOP RIGHT THERE!

The officer follows him.

INT. PARKER RESIDENCE, LIVING ROOM - NIGHT

Peter walks in.

Ben is sitting on the couch, watching a GOLF TOURNAMENT. May is across from him, knitting.

UNCLE BEN
Hey, Peter!

AUNT MAY
How was your day, kiddo?

PETER PARKER

Fine.

Peter walks into the kitchen.

INT. PARKER RESIDENCE, KITCHEN - DAY

STACK OF ENVELOPES

Lay on the table. The top one, marked -- OVERDUE -- is highlighted in red.

Peter looks at the stack on the table.

PETER PARKER

(Under his breath)

What the...

He walks up to it and grabs the one at the top.

PETER PARKER (cont'd)

(Shouts)

May?

Peter turns around, and takes out a LETTER.

On the letter, Peter reads through it. He sees "Car taken away." -- "One-thousand dollars." -- "Bankruptcy."

PETER PARKER (cont'd)

No...

May walks in.

AUNT MAY

Oh, Peter.

Ben comes in.

UNCLE BEN

You weren't supposed to see that.

PETER PARKER

You guy's are having money problems?

Ben and May look at each other. Peter looks at the both of them.

PETER PARKER (cont'd)

Seriously?

AUNT MAY

I --

UNCLE BEN

-- Yes.

UNCLE BEN (cont'd)
Yes, we do.

PETER PARKER
Why didn't you tell me?

Ben sighs, he takes off glasses. May walks away.

UNCLE BEN
As the man of the house, Peter... I
have to worry about this, you focus
on school.

PETER PARKER
Forget school for a second, Ben...
how did this happen!?

UNCLE BEN
(Sighs)
I'm out of a job, Kiddo.

Peter tilts his head to the side. Confused.

UNCLE BEN (cont'd)
I owned the flower-shop, but the
landlord wanted more than usual and
kicked me out.

PETER PARKER
When did it happen?

UNCLE BEN
Few months ago.

PETER PARKER
Months!? You were fired a few *months*
ago!?

Peter looks at the letter again. He shakes his head and puts
it on the table.

PETER PARKER (cont'd)
Why didn't you tell me, Ben?

UNCLE BEN
I didn't want you to worry. You need
to focus on school, not this.

PETER PARKER
I gotta get a job.

What? UNCLE BEN

What? AUNT MAY

Ben and May look at each other, confused.

PETER PARKER
A job. I gotta -- I have -- too.

UNCLE BEN
No you don't, son. We'll call some friends.

PETER PARKER
Don't. Tomorrow, I'll get a job.

Ben takes in deep sigh.

AUNT MAY
What do you think, Ben?

UNCLE BEN
I think...
(Sighs)
We have the best nephew in the world.

Ben hugs Peter. Appreciating the offer. Peter's gaze fixes over to the letter.

PETER PARKER
It's no problem, Ben. No problem.

Peter pulls away slowly.

PETER PARKER (cont'd)
I'm going to go upstairs and do my homework.

UNCLE BEN
Alright.

Peter hugs Ben and May again, he walks off upstairs.

EXT. STREETS OF QUEENS - DAY

A NEWSPAPER.

Multiple paragraphs are CIRCLED in RED INK. Job offers. Hiring ads.

Holding the newspaper is Peter. Under his newspaper are a small stack of PHOTOGRAPHS.

He looks around as he walks down the sidewalk, filled with the everyday citizens of New York.

Peter stops at the end of the street.

A HOMELESS GUY SCRATCHING HIS ASS.

Peter stands next to him.

PETER PARKER
Excuse me, do you know where the
Daily Globe is? It says it's here.

The homeless guy looks around, and mumbles. He points forward.

Peter looks up, at a trashy building. THE DAILY GLOBE.

PETER PARKER (cont'd)
Great.

HOMELESS GUY
(Chuckles)
Good luck, kid.

THE STREET LIGHT

Turns red.

THE WALK/DON'T WALK SYMBOL

Turns to WALK.

PETER

Walks off forward, he looks up at the building as he walks up.

A BUSINESS MAN bumps his shoulder, causing Peter to drop all of his photographs and newspaper.

PETER PARKER
No!

Peter scrambles them together, crumbling them slightly.

INT. DAILY GLOBE, LOBBY - DAY

Peter walks in, a CLOUD OF CIGARETTE SMOKE goes all over him.

Peter coughs as he waves it out of his face.

He walks forward, going towards the RECEPTIONIST.

PETER PARKER
(Coughing)
Excuse me. I'd like to apply.

The receptionist looks him up and down, analyzing him. She shakes her head and picks up the phone -- she dials in some numbers.

PETER PARKER (cont'd)

I --

She lifts one finger up.

The receptionist puts the phone down.

RECEPTIONIST

Go sit down and I'll call you up.

PETER PARKER

Okay.

Peter walks back and sits down.

A RASPY, MEAN, VOICE.

RASPY VOICE (V.O.)

No.

INT. DAILY GLOBE, OFFICE - DAY

BITTERMAN, an ugly man with a square face takes a drag from a CIGAR.

Peter stands in front of him.

PETER PARKER

Excuse me?

BITTERMAN

No.

PETER PARKER

You sure? Have you seen the pictures?

BITTERMAN

Yeah, get out.

Peter sighs, he turns around and begins to walk out.

BITTERMAN (cont'd)

HEY!

Peter turns.

PETER PARKER

Yeah?

BITTERMAN
Forgot your pictures.

Bitterman shoves the pictures off the desk, Peter picks it up and walks off.

On the way out, he bumps into a MEAN-MUGGING BLOND GUY.

Peter looks at the guy, who just keeps walking forward.

PETER PARKER
(Under his breath)
Excuse you.

He looks down at his newspaper, flipping the page.

THE DAILY BUGLE LOGO

Peter looks forward.

INT. DAILY BUGLE, NEWS ROOM - DAY

Peter walks forward. Past DOZENS of WRITERS and other STAFF. The sound of COMPUTER KEYBOARD CLICKING floods the room as he walks through the newsroom.

It's loud, not so smokey.

Peter makes his way through.

YELLING from an office. AN OLD MAN is screaming at a YOUNGER MAN.

OLDER MAN
Get out of my office!

The younger man leaves.

A LADY SPEAKS UP.

LADY
Uh, hello?

Peter looks to the side. BETTY BRANT, mid-20's.

BETTY BRANT
May I help you?

PETER PARKER
Uh, yes. I'm looking for J. Jonah --

BETTY BRANT
Ah, Mr. Jameson. He's...

She points over to him, he's the old man. J. JONAH JAMESON.

PETER PARKER
Oh great, he looks jolly.

BETTY BRANT
He's not as bad as it looks.

Peter raises his eyebrows, he begins to walk away --

BETTY BRANT (cont'd)
Hey --

Peter stops, looks at her.

PETER PARKER
Oh, yes?

BETTY BRANT
What exactly do you need?

PETER PARKER
An interview.

BETTY BRANT
Let me let him know.

Peter nods, she smiles and picks up her phone. She talks into it, however, it's inaudible.

She hangs up.

BETTY BRANT (cont'd)
You're free to go in.

PETER PARKER
Great.

Peter walks in.

INT. DAILY BUGLE, OFFICE - DAY

Peter sits in front of Jameson.

J. JONAH JAMESON
I'll be honest with ya kid. These
pictures, garbage.
(Flips through them)
Old farts. Pigeons. Hoodlums.
(Shakes his head)
No.

Peter tries to speak up.

J. JONAH JAMESON (cont'd)
Call me when you have something worth
to show.

PETER PARKER
Come on, I need this job. My aunt and
uncle need the money.

J. JONAH JAMESON
(Scoffs)
Then tell them to apply!

Peter sighs, he gets up and walks out.

J. JONAH JAMESON (cont'd)
I'm telling you kid! Get a better
camera, get better pictures -- maybe
I'll hire you!

PETER PARKER
Whatever.

Peter leaves the office.

J. JONAH JAMESON
Damn teenagers.

Jonah picks at his teeth with a toothpick.

J. JONAH JAMESON (cont'd)
Gonna be the death of me.

A PIECE OF LETTUCE flies out, hitting the table.

J. JONAH JAMESON (cont'd)
Swear on it.

EXT. MIDTOWN HIGH, PARKING LOT - THE NEXT DAY

Peter walks past the bus drop off area. His head is down. He
looks up as Gwen approaches him.

GWEN STACY
Hey, Pete!

Peter looks to the side and sees Flash walking towards him
with his FRIENDS.

PETER PARKER
Oh no.

He walks away.

PETER PARKER (cont'd)
Can't talk right now, Eugene.

FLASH THOMPSON
Come here!

Peter speeds up, Flash begins to run after him.

GWEN STACY
Peter!

Peter runs into the school as Flash runs after him.

INT. MIDTOWN HIGH, CORRIDOR 1 - DAY

Peter runs as fast as he possibly can.

Flash is running after him.

FLASH THOMPSON
Come on, Parker! Slow down!

Peter ignores him and trips over a STUDENTS foot.

He falls right on his face.

Peter gets up quickly, he continues to run.

He turns into another corridor.

INT. MIDTOWN HIGH, CORRIDOR 2 - DAY

LIZ.

She stands alone, putting her books in her locker.

Peter BUMPS into Liz.

PETER PARKER
Sorry!

He gets up and continues to run.

LIZ
Uh --

She looks behind her, Flash leaps over her and continues to run after Peter.

LIZ (cont'd)
Flash!

She groans as Flash continues to run off.

LIZ (cont'd)
Great.

INT. MIDTOWN HIGH, CORRIDOR 3 - DAY

Peter continues to run. Flash, grabs a FOOTBALL from a STUDENT and HURLS it at Peter. Hitting him in the back of the neck.

He falls to the ground.

Flash approaches him.

FLASH THOMPSON
Oh! He hits and scores.

He laughs.

Flash kicks his shoulder and walks away.

Liz looks from the corner, she walks past Peter... looking at him as he lays on the ground.

Peter stares as she walks away. He gets up slowly.

Gwen comes to his aid. Grabbing his arm, trying to help him up.

GWEN STACY
You okay --

PETER PARKER
Get off of me.

Peter yanks his arm away.

GWEN STACY
I'm sorry... I just wanted to help you --

PETER PARKER
I don't need help.

Peter fixes his backpack.

PETER PARKER (cont'd)
I'm fine.

He walks away.

Gwen stands alone.

GWEN STACY
(Under her breath)
See ya, Pete.

INT. MIDTOWN HIGH, BIOLOGY CLASS - DAY

Yet another sea of STUDENTS, they throw PAPER BALLS around and PAPER AIRPLANES.

Peter, reads a BIOLOGY TEXTBOOK.

THE WHITEBOARD.

Blank. However, the TEACHER grabs a BLACK MARKER and writes on it...

It reads... "SCIENCE EXHIBIT TOMORROW."

BIOLOGY TEACHER
(Clears throat)
Alright, settle down!

The class goes quiet slowly.

BIOLOGY TEACHER (cont'd)
Right. As you guys can see on the board, there's a science exhibit tomorrow down at Empire State University, where most of you are headed.

Peter looks from his textbook at the board.

BIOLOGY TEACHER (cont'd)
At the exhibit, we will be exploring radio-activity. They'll be testing on all sorts of things.

Peter is amused. He smiles.

BIOLOGY TEACHER (cont'd)
If you *do* go... I will give you extra credit. Those who need it....

The teacher looks at Flash, who's talking to his CLASSMATES. He tries to kiss Liz, who denies his kiss by swerving her head to the side.

BIOLOGY TEACHER (cont'd)
I recommend going. It'll push your grade up -- if you have an F, it'll go to a D. If you have a D, it'll go to a C. Obviously, you know the rest.
(MORE)

BIOLOGY TEACHER (cont'd)
(Clears throat)
If you have an A -- this will just be
more extra credit for you.

Peter raises his hand.

BIOLOGY TEACHER (cont'd)
Yes, Mr. Parker?

PETER PARKER
Would I be able to take a picture?
(Takes out CAMERA)
For the school paper?

Peter holds his camera.

BIOLOGY TEACHER
Yes, you will be able to take
pictures -- as long as you stay
within the parameters of course.

PETER PARKER
How about money..?

BIOLOGY TEACHER
Money? Well, if you choose to bring
money you could bring money --
however, we are going to be given
lunch by the district.

Flash speaks up.

FLASH THOMPSON
So! Anybody will be able to go?

BIOLOGY TEACHER
Yes, Eugene --

FLASH THOMPSON
-- It's Flash!

BIOLOGY TEACHER
Right.

THE BELL RINGS.

INT. MIDTOWN HIGH, CORRIDOR 4 - DAY

Peter walks in the hall with a smile on his face. Gwen walks
from her locker over to Peter.

GWEN STACY
Hey, Pete!

PETER PARKER
Hey Gwen -- about earlier...

GWEN STACY
Don't mention it, Pete. It's okay. I understand, getting a football thrown at you doesn't feel great. But just know I was trying to help you.

PETER PARKER
Yeah. I know. I'm sorry.

GWEN STACY
It's okay.

Peter smiles. Gwen looks at him and fixes her glasses.

GWEN STACY (cont'd)
Hey, do you want to come over tonight? It's sushi night.

PETER PARKER
Uh, sure. Why not.

GWEN STACY
(Scoffs happily)
Awesome.

INT. GWEN'S HOUSE, DINING ROOM - NIGHT

CLOSE ON PETER.

He's sitting next to Gwen at the DINNER TABLE.

At the table is Gwen's family, her father GEORGE STACY, her mother, HELEN STACY, and her three brothers, Philip, Howard, and Simon.

GEORGE STACY
So, Peter. How's your grades?

PETER PARKER
Uh... all A's.

GEORGE STACY
That's great. I'm sure Ben and May are very proud.

PETER PARKER
They are. I think. Yeah. They are.

HELEN STACY
We heard you're going to Empire State
University? Were you accepted?

PETER PARKER
I was -- you know... it's an academic
scholarship.

GEORGE STACY
(Smiles)
Better than nothing, right?

PETER PARKER
(Scoffs)
Yeah. Yeah.

Peter takes a bite of some SUSHI on his plate.

PETER PARKER (cont'd)
This is really great, Mrs. Stacy.

HELEN STACY
Why thank you, Peter.
(To George)
At least *somebody* thanks me for my
cooking.

GEORGE STACY
Oh -- Hey -- come on! I like your
cooking.

PHILIP STACY
So, Peter! Did Gwen tell you?

Gwen looks over at Philip.

GWEN STACY
Do not.

PETER PARKER
Tell me what?

PHILIP STACY
She li--

Gwen KICKS Philip in the leg.

PHILIP STACY (cont'd)
Hey!
(To Helen)
Mom!

HELEN STACY
Gwen.

GWEN STACY

Mom.

Peter looks uneasy, he looks down at his food.

Howard SPRINGS UP.

HOWARD STACY

Gwen like --

Gwen grabs him and puts her hand over his mouth.

GWEN STACY

Shut up, you brat!

HELEN STACY

Hey! I don't like that word!

Gwen groans. The family begins to argue, the words are jumbled and makes zero sense.

Peter doesn't say a word.

Gwen looks at him as the family argues. She doesn't say a word either.

INT. PARKER RESIDENCE, LIVING ROOM - NIGHT

Peter walks into the house, beat. He shuts the door behind him and looks over at the TV.

Ben sees him through a reflection.

UNCLE BEN

Pete, my boy!

PETER PARKER

Hey, Ben.

Peter sighs quietly and begins to walk past the living room.

Ben is eating popcorn, chuckling at the TV.

UNCLE BEN

I'll tell ya, this Crusher Hogan guy is great.

PETER PARKER

(Uninterested)

No doubt.

Ben looks over at Peter for a spit second, he looks back at the TV. GRUNTING and CHEERING. Ben chuckles at the TV.

INT. PARKER RESIDENCE, KITCHEN - NIGHT

AUNT MAY.

She's asleep.

Peter walks up to her. He gives her a hug.

PETER PARKER
(Under his breath)
Sleep well, May.

Peter turns and walks upstairs.

INT. VINNIE'S APARTMENT, BEDROOM - NIGHT

Vinnie sits on his bed. Alone.

His TV plays in the background, however, Vinnie is staring outside the window. Rain is pouring.

He looks down at a MOTHER and FATHER with their SON. Vinnie doesn't say a word, he takes out a pack of cigarettes and lights one.

A MAN

Enters his room. This is RICO.

RICO
Vinnie.

Vinnie doesn't look at Rico, he continues to look down at the family.

RICO (cont'd)
I'm talking to you.

Vinnie turns his head slightly towards Rico.

VINNIE
What is it?

RICO
You know what time it is?

VINNIE
Half past eight.

Rico smiles. He looks at a small TRASHCAN.

RICO
Real funny. Yeah, yeah.

Rico grabs the small trashcan and THROWS IT at Vinnie, hitting him on the arm.

VINNIE
Hey! Watch it!

Rico grabs Vinnie by the collar.

RICO
You were told four hours ago to go
and get some more cash!

VINNIE
Didn't hear you.

Rico, annoyed, grits his teeth. He pulls out a PISTOL from his side and holds it against Vinnie's head.

RICO
You hear me now? You hear me, bitch?

Vinnie looks up at him.

VINNIE
Loud and clear.

Rico BACKHANDS Vinnie, sending him to the floor. Vinnie gets up.

RICO
Get the hell out of here and get me
some money. Now.

VINNIE
Okay. Okay.

Vinnie grabs his coat as he leaves the room.

RICO
And get me some skittles, bitch!

EXT. EMPIRE STATE UNIVERSITY - DAY

THE UNIVERSITY.

COLLEGE STUDENTS walk in and out of the campus.

THE BUS

Arrives in front of us.

PETER

Steps off the bus, he takes in a breath of fresh air. Flash SHOULDERS CHECKS Peter, walking past him.

FLASH THOMPSON
Move, Parker!

Liz walks past Peter, moving her shoulder away to not bump him.

Peter looks at Liz as she walks away.

Flash sees Peter looking at Liz, he smirks and FLIPS OFF Peter.

He kisses Liz on her cheek as they walk.

Flash continues to flip off Peter as he walks away.

FLASH THOMPSON (cont'd)
Jackass.

The biology teacher walks off the bus.

PETER PARKER
(Under his breath)
Right back at ya.

BIOLOGY TEACHER
Come on, Parker. You're going to love this place.

PETER PARKER
Lets hope so.

BIOLOGY TEACHER
Trust me, they have top level technology.

PETER PARKER
Right.

They walk forward.

INT. EMPIRE STATE UNIVERSITY, LAB - DAY

Peter and the teacher walk in. The teacher walks away from him.

PETER PARKER
(Sighs)
Great...

BIOLOGY TEACHER (O.C.)
 Alright, class! Get together!

Peter sees a forming crowd of his CLASSMATES. A SCIENTIST is at the front.

He joins the crowd.

IN THE CROWD

E.S.U SCIENTIST
 As you can see, we test nearly every single insect.

A STUDENT raises her hand.

FEMALE STUDENT
 Excuse me?

E.S.U SCIENTIST
 (Turns around)
 Yes?

FEMALE STUDENT
 Why insects?

E.S.U SCIENTIST
 Here at E.S.U we do not test on mammals... at least in this facility.
 (Smiles)
 Lets continue.

PETER.

As the female scientist continues to talk Flash flicks Peter in the ear as he walks past him.

Peter looks at him then down at his chest. His camera hangs from his neck.

Peter grabs and inspects his camera.

E.S.U SCIENTIST (cont'd)
 Over here, you can see that we have eight spiders. They are all being tested for different purposes.

EIGHT PLASTIC BOXES.

There is ONE SPIDER in every single box, however, in one box -- it's empty.

ONE OF THE SPIDERS.

Strange designs on its body, it has the body of a black widow, just not the design. However, it's beautiful, it spins a web.

E.S.U SCIENTIST (cont'd)
They all have unique designs.

THE FEMALE SCIENTIST.

E.S.U SCIENTIST (cont'd)
These arachnids are all Latrodectus
Mactans, otherwise known as the
Southern Black Widow.

"ooo's" and "ahh's" come from the crowd.

However, Peter looks at the boxes carefully.

PETER PARKER
One of them is missing.

E.S.U SCIENTIST
Pardon?

He points at the box.

PETER PARKER
One of the spider's are missing.

E.S.U SCIENTIST
Ah! Yes, they must've taken it for
testing.

Peter nods. He lifts his camera up.

PETER PARKER
May I? ...For the school paper.

E.S.U SCIENTIST
You may.

CLICK! Peter takes a picture. CLICK! He takes another.

Peter puts his camera back down. He walks with the rest of the crowd.

A LARGE MACHINE.

It looms over the entire area. TWO METAL SPHERES are seen at the edges of each ANTENNA that are facing each other.

The scientist and crowd walks over to the large machine.

E.S.U SCIENTIST (cont'd)
Here is the new radio-activity
controller -- the purpose of this
machine is to transmit radioactivity
from place to another.

Peter takes some pictures of the machine.

TWO MALE SCIENTISTS go to each side of it.

E.S.U SCIENTIST (cont'd)
Step behind the tape please.

The crowd steps behind the tape.

The two scientists click buttons on the machine. They look
at each other.

E.S.U SCIENTIST (cont'd)
You may want to cover your ears.

The two male scientists nod, they PULL DOWN a LEVER.

The machine begins to start up, making mechanical noises.

Peter takes more pictures.

ON THE CEILING.

A SPIDER. It has just finished a FRUIT FLY.

The spider is a unique spider, its design like the others
previously seen.

It spins a web, the spider begins to hang from a web --
going down towards the machine.

DOWN BELOW.

Peter continues to take pictures. Oblivious to the spider
above.

SPIDER P.O.V.

An EIGHT EYE-D view staring downwards...

It continues to move downwards slowly.

THE SPIDER

Stops in its tracks, in the middle of the spheres.

JUST LIKE THAT -- A BURST OF GREEN LIGHT GOES EVERYWHERE.

A BEAM comes out of each sphere, they both hit each other.

The spider twitches and gets BLASTED AWAY ONTO Peter's hand... the arachnid is GLOWING GREEN!

It continues to twitch.

Finally it stops. The spider gets back on its legs.

The spider BITES DOWN on Peter's skin. Peter winces and his camera falls onto the ground. It breaks.

PETER PARKER

Hey!

Peter SMACKS the spider, it falls to the ground and crawls away.

PETER PARKER (cont'd)

Oh no..!

He kneels down, Peter picks up his broken camera.

Flash comes up behind him.

FLASH THOMPSON

Ha! Parker broke his camera!

Peter doesn't pay attention.

Reality becomes warped, Peter closes his eyes and shakes his head.

His heartbeat is loud. Sweat drips down his face incredibly quick.

The biology teacher comes to his aid.

BIOLOGY TEACHER

You okay, Mr. Parker?

Peter shakes his head.

PETER PARKER

No -- Yeah! I think I need some air!

Peter gets up and runs out of the laboratory.

Flash, puzzled, looks down at the camera.

FLASH THOMPSON

All over a camera?

(Scoffs)

Weird.

EXT. STREETS OF QUEENS - DAY

Peter rubs his head as he walks down the street.

PETER PARKER
(Under his breath)
What happened to me...

He bumps into a PEDESTRIAN.

PEDESTRIAN
Watch it.

Peter ignores them.

He continues to walk, holding his head.

FLASHES OF CARS. HONKING. Peter groans and shakes his head.

PETER PARKER
(Groans)
Come on...

The flashes continue.

PETER PARKER (cont'd)
Come on.

Peter stops at a TRAFFIC LIGHT.

THE LIGHT

Is green.

Peter leans against the pole. He rubs his head, closing his eyes.

THE LIGHT

Is red.

Peter looks up and see's the change of color. He walks past the crosswalk.

A CAR

Speeds towards Peter.

Peter looks to the side... his eyes widen. A spider-sense.

The car nearly hits him. However... he's disappeared.

The crosswalk is empty.

PETER'S P.O.V.:

BLACK.

His eyes open. A BRICK WALL. Peter is breathing heavily.

He looks to the right, more buildings. He looks to the left, more buildings.

Finally, he looks down... he's 10 FEET from the ground.

PETER PARKER (cont'd)

Whoa.

ON THE SIDE.

Peter is STICKING TO THE WALL by his fingertips.

PETER PARKER (cont'd)

Oh... kay... how do I...

He tries to pull himself from the brick wall. However, one of the bricks come out and fall onto the ground. Breaking.

Peter becomes loose, he yelps as he almost falls off the side.

PETER PARKER (cont'd)

Oh! Oh!

He relaxes himself and turns, on all fours on the side of the building.

Peter takes a deep breath and begins to climb up slowly.

His fear, turns into amazement. A smile creeps on his face as he continues to climb up.

PETER PARKER (cont'd)

Oh boy...

Peter reaches the top of the building. He looks down and see's PEOPLE going about their day. He takes a sigh of relief.

ON THE TOP.

Peter's hand grabs onto a METAL PIPE. Peter pulls himself up -- his hand CRUSHES the pipe like a soda can.

Peter is amazed at this sight.

PETER PARKER (cont'd)

Jesus... how did I?

He climbs on top of the roof. Peter looks around.

PETER'S P.O.V.:

His vision is blurry. He looks around, but cannot see anything.

Peter takes his glasses off. His vision becomes 20/20 instantly.

EXT. BUILDING 1 - DAY

Peter looks at his glasses.

PETER PARKER
I can... I can see.

He smiles.

PETER PARKER (cont'd)
I can finally see...

A FLASH OF THE SPIDER BITING PETER. Peter shakes his head and looks at himself.

PETER PARKER (cont'd)
The spider... no...
(Scoffs)
No. It was a normal spider.

Peter looks at his hand.

A GLOWING BUMP.

He scoffs once more, he paces around.

PETER PARKER (cont'd)
I don't believe it.

Peter looks down at the ground.

PETER PARKER (cont'd)
No. No.

He walks backwards and runs off.

INT. VINNIE'S CAR - DAY

Vinnie sits in his car. The radio is static-y. He messes with his radio a bit.

Nothing. He smacks it.

VINNIE
Piece of shit radio.

Rico leans forward from the backseat.

RICO
(Points)
Aye, there he is.

VINNIE
Who?

Vinnie looks forward and see's a DRUG DEALER at the end of the street.

RICO
That's the guy who sold me the bad flower.

VINNIE
Alright? What do you want me to do about it?

Rico flicks him in the ear.

RICO
What do you think?

VINNIE
(Sighs)
I can't do it.

RICO
What the hell you mean *can't*?

VINNIE
I can't. My ma -- she's --
(Scoffs)
In the hospital, man.

Rico chuckles, he grabs onto Vinnie's shoulder and squeezes it.

RICO
You trying to join her?

VINNIE
That a threat?

RICO
It's a damn promise.

Vinnie doesn't respond. He just looks at the drug dealer.

VINNIE

Look. I agreed to this just to help my mom. She's dying man.

RICO

And you can! If you jack him, you'll get an easy five-hundred. You can help your mom.

Vinnie grits his teeth.

VINNIE

Fine. What do you want?

RICO

Mess him up, man.

Vinnie nods. He exits the car.

VINNIE (O.S.)

Hey, man!

DRUG DEALER (O.S.)

What you want?

Rico smiles and laughs.

THE WINDSHIELD P.O.V.

Vinnie is punching the drug dealer. The dealer doesn't land one punch.

The dealer tries to throw a punch, however, Vinnie ducks and punches him some more.

INT. PARKER RESIDENCE, LIVING ROOM - DAY

Peter enters his house.

He doesn't see Ben.

Peter walks into the kitchen.

INT. PARKER RESIDENCE, KITCHEN - DAY

May is taking out a BANANA CAKE from the oven. Ben is reading a newspaper.

She places it on the table.

May and Ben see Peter walk past them.

AUNT MAY
Oh, Peter!

UNCLE BEN
Peter, my boy!

Peter stops. He turns around.

PETER PARKER
Hey guys.

AUNT MAY
You're home early!

PETER PARKER
Not feeling great.

May walks up to Peter and feels his head.

AUNT MAY
You're burning up!

PETER PARKER
I feel fine.

AUNT MAY
Go upstairs and rest. I'll bring up
some noodle soup in a little.

Peter softly smiles.

PETER PARKER
Okay.

Peter hugs May and heads upstairs.

UNCLE BEN
What do you think is wrong?

AUNT MAY
I don't know, maybe just seasonal
allergies.

INT. PARKER RESIDENCE, PETER'S ROOM - DAY

Peter shuts the door behind him.

He looks at himself and at his clock.

PETER PARKER
Okay...

Peter leans on the wall. He closes his eyes.

PETER PARKER (cont'd)
Okay...

He breaths heavily as sweat drips down his face.

PETER PARKER (cont'd)
Come on, Peter... you're fine...

Peter begins to slip against the wall.

PETER PARKER (cont'd)
You're fine...

He rubs his eyes.

PETER'S P.O.V.:

His vision spins.

PETER PARKER (cont'd)
Come on...

PETER

Wipes sweat off his forehead.

He shakes his head.

PETER PARKER (cont'd)
It's just a spider... a normal...

Peter falls to the side, onto the ground. A MICROSCOPE is hit as he falls. It falls to the ground and shatters.

Peter holds his body as he shivers.

PETER PARKER (cont'd)
Spider... just... a spider...

C.U.: PETER'S EYES.

FLASHES

Comes onto screen. The DNA melts and morphs into RED and BLUE.

SPIDER'S crawl all around the DNA, WEBS go everywhere on the DNA.

C.U.: PETER'S EYES.

They spring open.

PETER

Is on the ceiling. Sticking by his fingertips.
He looks around.

PETER PARKER (cont'd)
Huh.

Peter falls down onto his bed.
He stands up. Peter looks at his clock.

PETER PARKER (cont'd)
Fifth-teen minutes. Huh.

Peter looks at his wrists.

TWO WHITE CLOTS are underneath his skin. Both of his wrists have small SLITS in it, connecting to the clots.

PETER PARKER (cont'd)
What the...

He extends his arm out, and tries to make the clot go out.

PETER PARKER (cont'd)
How do I...

He flicks his wrist. Nothing.

PETER PARKER (cont'd)
Come on! Get outta me!

Peter flicks his wrist some more, however, he makes multiple poses with his hand.

PETER PARKER (cont'd)
Come on.

He continues to make a bunch of wacky poses with his hand.

Finally. He makes a sort-of-rock star pose with his hand, except with his thumb out instead of in.

A SILKY WEB

Flies out of his wrist. It hits the wall and sticks to it.

PETER PARKER (cont'd)
(Shocked)
Oh! Oh!

He grabs onto it, feeling it.

PETER PARKER (cont'd)
It was the spider...

His face turns green.

He vomits into his trashcan.

Peter looks up, he grabs the web and RIPS IT off. He throws it into the trashcan with the vomit.

PETER PARKER (cont'd)
Disgusting.

His door opens, Aunt May enters.

AUNT MAY
Peter?

PETER PARKER
Yeah, May?

She feels his head.

AUNT MAY
You okay, dear?
(Scoffs)
Well, what do you know! Your fever is gone!

PETER PARKER
Yeah... I feel great! Nothing a nap can't fix.

As Peter speaks, he grabs a shirt and puts it on.

AUNT MAY
Well! Great! I made banana cake! Care to join?

PETER PARKER
Sorry, May! Can't -- I gotta go to the library!

AUNT MAY
Are you sure?

PETER PARKER
Yeah! Gotta study, huge final in a few days.

AUNT MAY
(Smiles)
Alright! I'll leave some for you in the fridge. Be home by nine.

PETER PARKER
Will do.

May hugs Peter.

AUNT MAY
I'm so proud of you, dear!

PETER PARKER
Thanks, May.

Peter heads out of his room.

May watches him leave, smiling.

She looks down to the side and sees the strand of web in the trash can.

AUNT MAY
What in the world?
(Chuckles)
Peter and his weird experiments.

INT. MIDTOWN LIBRARY - DAY

AT THE FRONT DESK

Sits a HEAVY-SET LADY. She's typing on a COMPUTER.

Peter walks up to the front desk. The lady looks up at him, chewing gum. She looks back down.

She speaks in a very un-enthusiastic voice.

LIBRARIAN
How may I help you?

PETER PARKER
Hi, do you happen to have a book
about radiation --

LIBRARIAN
-- Row 4b.

PETER PARKER
Thanks a lot.

She doesn't respond.

Peter walks off, browsing down the rows.

As Peter walks down the rows, he scratches his wrist. He looks down at it, puzzled but amused.

He looks back up.

ROW 4A.

Peter passes it, looking up at the sign then forward.

ROW 4B.

Peter turns, walking into the the isle. He looks around.

PETER PARKER (cont'd)
Radiation... radiation...

He looks at the books. He picks up 5 BOOKS and carries them with no trouble.

PETER PARKER (cont'd)
Huh. Interesting.

AT A TABLE

Peter sets the books down, making a loud THUMP. A "SHH!" comes from afar.

Peter opens the books, sits down, and begins to read through it.

PETER PARKER (cont'd)
(Reading)
Radioactivity...

A BLURRY PICTURE.

Security footage. A MAN being BLASTED with GAMMA RADIATION.

The caption at the bottom of the picture reads: "NEW MEXICO INCIDENT -- 1970."

ANOTHER BLURRY PICTURE.

A GIANT MAN-LIKE MONSTER is on the image, dark-green, huge.

The caption at the bottom of the picture reads: "FIRST IMAGE AFTER THE INCIDENT -- 1971."

PETER

Sweats as he continues to read through.

PETER PARKER (cont'd)
Monsters...

THE WORD "DEATH."

PETER

Shuts the book quick. He shoves it aside.

PETER PARKER (cont'd)
I need a doctor.

He gets up out of his seat.

Peter runs past the front desk, leaving the library.

EXT. LIBRARY - DAY

Peter runs out. He looks around, past a SEA OF PEOPLE is a PHONE BOOTH.

Peter runs to the phone booth.

INT. PHONE BOOTH - DAY

Peter grabs some QUARTERS from his pocket. He puts in into the phone and picks it up.

He dials in a few numbers... 9-1-1.

Peter waits impatiently for someone to pick up.

PETER PARKER
Come on! Pick up --

A LADY SPEAKS. A nurse.

FEMALE NURSE
(Over the phone)
Hello?

PETER PARKER
Hi. I've got a hypothetical question.

FEMALE NURSE
(Over the phone)
Okay. What is it?

PETER PARKER
Let's just say... someone was bitten by a radioactive spider... and they gained the sudden ability to climb up walls and have immense strength... what would the long-term effect be?

Peter smacks his forehead in embarrassment.

PETER PARKER (cont'd)
(Under his breath)
Stupid.

FEMALE NURSE
(Chuckles, over the
phone)
Is this some sort of prank call?

PETER PARKER
No. No. This is a real question.

FEMALE NURSE
(Over the phone)
Right.

PETER PARKER
I'm not kidding. I was bitten by a
spider, and now I can shoot webs from
my wrist! I can climb walls! I can --
I can bend steel!

Peter closes his eyes, he looks down, realizing how dumb he
sounds.

FEMALE NURSE
(Over the phone)
*Let me give you the number for
Bellevue... it's five-one-six, five-
one-five-one --*

PETER PARKER
Yeah. Yeah. A psychiatric hospital --
listen. I'm not kidding. This
happened just today!

FEMALE NURSE
(Over the phone)
Have a nice day, sir.

PETER PARKER
Right back at ya.

Peter hangs up.

PETER PARKER (cont'd)
That was a big load of nothing.

He sighs and leaves the phone booth.

EXT. LIBRARY - DAY

Peter sighs and looks around. He looks up at a BUILDING. He looks down at the slits in his wrist and back at the building.

EXT. BUILDING 2 - DAY

ON TOP,

Peter climbs up. He dusts himself off and lifts up his sleeves.

He looks over at a CRANE. Peter extends his arm and SHOOTS A WEB, it hits the crane.

PETER PARKER

Oh boy.

Peter steps forward onto the edge. He looks down, it's a long way.

He takes a deep breath.

PETER PARKER (cont'd)

You got this.

Peter jumps off the building.

IN THE AIR - DAY

Peter SWINGS from the crane, he SHOOTS ANOTHER WEB to another crane. He continues to swing.

ANOTHER BUILDING comes closer. He stops swinging and lands on top of the building.

EXT. BUILDING 3 - DAY

ON TOP,

Peter stands up and smiles.

PETER PARKER

Awesome.

INT. VINNIE'S APARTMENT, LIVING ROOM - NIGHT

Vinnie enters his apartment with Rico. He flicks the light switch, but, the lights don't come on.

VINNIE
Shit. The bill.

Rico laughs. He pats him on the back and sits on the couch.

VINNIE (cont'd)
You mind?

RICO
Really, man? Me? Pay your bill?
(Laughs sarcastically)
No.

VINNIE
Come on, man. I paid last month. You
should pitch in, you live here.

RICO
No. Not happening.

VINNIE
You have all the money!

Rico stands up.

RICO
Really? Wow. So, you want to make
your boss pay.

VINNIE
Boss?

RICO
Boss.

VINNIE
You're not my --

Rico BACKHANDS Vinnie in the face.

RICO
The hell you mean?

VINNIE
Come on, man... we're partners...
right?

RICO
Nope. You work for me. Don't you want
your mom to live? Don't you want to
pay for her medicine?

VINNIE
Of course...

Rico picks him up by the shirt.

RICO
Then stand up. Make me some money,
and your mom will get the money she
needs.

Vinnie stands.

RICO (cont'd)
And don't ever talk to me like that.
You know who's your boss so respect
that... or you'll be dead.

VINNIE
Okay.

Vinnie turns to leave the apartment. As he grabs onto the
door handle, a KNOCK.

He looks at Rico, confused.

RICO
(Whispers)
Who the hell is it?

Vinnie shrugs. He looks through the peephole.

PEEKHOLE P.O.V.

FOUR OFFICERS stand outside the apartment door.

VINNIE

Turns to Rico.

VINNIE
(Whispers)
It's the god damn police.

OFFICER #1 (O.S.)
Vinnie Cascio! Come outside with your
hands up, immediately!

RICO
(Whispers)
Shit! Let's bail.

Rico and Vinnie run into Vinnie's room.

INT. VINNIE'S APARTMENT, BEDROOM - NIGHT

Vinnie runs to his window and opens it. He looks down, it's a two story drop.

He turns to Rico.

VINNIE
It's a two story drop, man.

RICO
Screw it.

VINNIE
Screw it?

RICO
Yeah!

Rico shoves him aside and leaps out the window. Vinnie watches as he runs off.

VINNIE
Shit, shit, shit, shit.

Vinnie backs up. He runs towards the window and leaps out.

He falls into a dumpster.

Vinnie runs. Officers enter his room.

OFFICER #1
Where is he?

OFFICER #2
No clue.

INT. PARKER RESIDENCE, PETER'S ROOM - THE NEXT DAY

Peter wakes up, he shakes his head. He crawls around his room by his fingertips.

PETER PARKER
So cool.

He leaps down onto the ground. Peter looks to the side and see's himself in the mirror.

He's got MUSCLES, opposed to his scrawny body before. He flexes his muscle.

PETER PARKER (cont'd)
Whoa.

Peter looks off to the side. The girl next door is there.
Unable to be seen.

She looks to the side, towards Peter. He sees her head turn
towards him, he leaps onto the ceiling.

She keeps doing her hair. She wasn't looking at him.

PETER PARKER (cont'd)
Gosh.

He leaps onto the ground, Peter grabs onto the door handle,
it breaks.

PETER PARKER (cont'd)
(Groans annoyed)
Wow. Just great.

Peter tosses it onto his desk. He grabs his backpack and
leaves the room.

INT. PARKER RESIDENCE, KITCHEN - DAY

Peter walks down the stairs.

He looks around. May and Ben are not seen.

PETER PARKER
H -- hello? May? Ben?

Peter walks over to the table. A NOTE.

INSERT NOTE: "WENT TO THE BANK!"

Peter puts the note down.

PETER PARKER (cont'd)
Good. Good.

Peter closes his eyes. He shakes his head. Peter holds onto
his head and rubs his eyes.

PETER PARKER (cont'd)
The heck...

A FLASH OF THE DOOR.

Peter looks at the door, there's a KNOCK at the door. This
is... his spider-sense...

Peter looks at the door puzzled. He walks to it.

INT. PARKER RESIDENCE, LIVING ROOM - DAY

Peter walks to the door and looks through the peekhole.

PETER PARKER

Gwen?

He opens the door, Gwen stands there.

PETER PARKER (cont'd)

Oh -- Hiya.

GWEN STACY

(Smiles)

Hiya, Pete! You want to ride with us?

PETER PARKER

You sure?

GWEN STACY

Of course, silly! Come on.

Gwen grabs Peter by the wrist and they head out. Peter closes the door behind him.

INT. STACY'S CAR - DAY (MOVING)

Peter sits in the back with Gwen. George is upfront, driving.

PETER PARKER

Thank you for the ride, sir.

GEORGE STACY

Don't mention it, kid. And hey -- call me George. I've known you long enough.

PETER PARKER

Right. Right.

GEORGE STACY

So -- Gwen, Peter...

(Clears throat)

Got a girlfriend?

George looks into the INTERIOR REAR VIEW MIRROR. Gwen looks uneasy. She holds onto her backpack.

PETER PARKER

No, sir.

GEORGE STACY
Anyone you got in mind?

PETER PARKER
Maybe... I don't know.

GEORGE STACY
Come on, who?

PETER PARKER
I was thinking Liz... but she's going
out with Flash Thompson. I think.
Yeah. Yeah she is.

GEORGE STACY
I have an --

GWEN STACY
Dad.

George shrugs apologetically. The car stops.

GEORGE STACY
Look's like we're here.

GWEN STACY
Finally.

PETER PARKER
Thanks for the ride, again.

GEORGE STACY
Anytime, kid.

Peter leaves the car.

GWEN STACY
Seriously, dad?

GEORGE STACY
What?

GWEN STACY
An *idea*?

Gwen leaves the car.

INT. MIDTOWN HIGH, CORRIDOR 1 - DAY

Peter walks through the corridor.

His spider-sense goes off. He closes his eyes and shakes his head.

GWEN STACY

You okay?

PETER PARKER

Yeah. Just fine.

He looks to the side, nothing. Just students. He looks to the other side, nothing. Again, just students.

GWEN STACY

What's going on? You owe someone money or something?

PETER PARKER

No. I don't think so.

GWEN STACY

(Shrugs)

It's probably nothing.

PETER PARKER

Yeah. Nothing.

A FLASH OF A FIST.

Peter shakes his head some more.

GWEN STACY

Are you sure you're okay?

PETER PARKER

Yeah... it's nothing.

He continues to walk with Gwen, she is worried. Continuously looking at Peter as he walks.

GWEN STACY

(Hesitant)

Okay...

Peter's eyes widen. He shoves Gwen out of the way as a FIST comes right to his face, Peter quickly moves out of the way.

It's Flash!

Liz is behind him.

GWEN STACY

Peter!

LIZ

Flash!

FLASH THOMPSON

It's about time, Parker! Figured I'd catch you off guard. You ran last time, coward.

PETER PARKER
What can I say? You stink.

FLASH THOMPSON
(Smirks)
Looks like Parker's got a backbone.
(Puts fists up)
Not for long.

Flash swings at Peter, throwing a LEFT HOOK. Peter dodges it.

FLASH THOMPSON (cont'd)
Come on! Throw a hit!

Flash swings again, he throws a JAB. Peter moves to the side. He JABS Flash in the face, sending him to the ground.

Thompson gets right back up, wipes his BLEEDING NOSE.

FLASH THOMPSON (cont'd)
All you got, bitch!?

Peter's eyes widen as TWO of Flash's FRIENDS run towards Peter from behind.

He does a FLIP as the two guys run at him. They both hit Flash.

FLASH THOMPSON (cont'd)
Watch it!

PETER PARKER
Whoops.

Flash stands, he throws multiple punches. Peter dodges them all. Flash looks at Peter puzzled.

FLASH THOMPSON
Freak.

Peter looks around, people are puzzled. "Freak" is being whispered throughout the crowd. He sighs, he looks at Flash again.

PETER PARKER
Come on, Eugene.

Flash swings, Peter's spider-sense goes off, he stays still.

Peter falls to the ground, knocked out.

PETER'S P.O.V.:

Black.

 GWEN STACY
Peter..?

Peter opens his eyes. Gwen is there, looking at him.

 GWEN STACY (cont'd)
Peter?

PETER.

He shakes his head slowly.

 GWEN STACY (cont'd)
Oh thank god.

Gwen hugs Peter as he lays there.

 GWEN STACY (cont'd)
Thought you died.

 PETER PARKER
I didn't win, did I?

 GWEN STACY
No. But, hey. You're alive. That's
what matters, to me... at least.

 PETER PARKER
Thanks.

Peter gets up.

 GWEN STACY
Careful.

 PETER PARKER
I will.

Gwen holds onto Peter's arm.

 GWEN STACY
I'll take you to the nurses office.

 PETER PARKER
No. I want to go home.

 GWEN STACY
You sure?

Peter nods.

GWEN STACY (cont'd)

Alright.

Gwen walks Peter away. Liz looks at Peter as he walks away with Gwen.

Behind her, Flash is with his friends. Laughing. Liz frowns. Peter looks back for a second at Liz, and continues to move.

INT. ABANDONED APARTMENT - DAY

Rico smokes a cigarette.

Vinnie looks out a window, POLICE are driving about.

VINNIE

I don't like it.

RICO

What?

VINNIE

I don't like it. At all. We're on the run. Remember. I did this --

RICO

Yeah -- for you're mom. I get it.

VINNIE

But do you care?

Rico scoffs, he keeps smoking his cigarette. Vinnie grabs a box and THROWS IT at Rico.

VINNIE (cont'd)

ANSWER ME!

Rico moves the box out of the way and stands up. He pulls out a SWITCHBLADE.

RICO

Who the hell you think you is? You remember who you're talking to?

VINNIE

I'm through with being your punching bag. I want my shit. My money.

RICO

You're money..?

(MORE)

RICO (cont'd)
(Laughs)
I don't think you know how this works.

Rico grabs Vinnie's face and presses the knife against it.

RICO (cont'd)
You make me my money. You follow directions. You shut your mouth.

He CUTS HIM on the cheek. Vinnie winces. Rico throws him to the ground.

RICO (cont'd)
Get the hell up.

Vinnie stands to his feet. Rico SLUGS HIM in the gut. Vinnie falls again.

Rico STOMPS on Vinnie's ribs.

RICO (cont'd)
You think you're the boss?

VINNIE
Ah -- stop!

RICO
Stop? I'm just getting started!

Rico grabs Vinnie and punches him in the face multiple times. Vinnie tries to fight back. Rico stands up and kicks Vinnie in the face.

Blood is everywhere. Vinnie tries to stand up. Rico kicks him in the gut.

VINNIE'S P.O.V.:

Blurry vision.

RICO (cont'd)
I won't kill you. This is just a reminder of what happens when you try to play boss.

VINNIE'S HEAD

Falls onto the ground. His eyes shut.

He's out cold.

EXT. PARKER RESIDENCE - DAY

Peter walks up to the front door. He sighs. Peter touches his black eye and walks in.

INT. PARKER RESIDENCE, LIVING ROOM - DAY

Ben and May are sitting on the couch, watching TV. He looks behind him as Peter comes through the door.

UNCLE BEN
Peter? You're home early.

Peter doesn't respond. He just walks away.

AUNT MAY
Peter!

They look at each other, puzzled.

UNCLE BEN
Whats wrong with him?

AUNT MAY
Maybe he's upset.

Ben shrugs, he continues to watch TV. May has a worried look on her face.

AUNT MAY (cont'd)
Talk to him.

UNCLE BEN
Sure, I'll talk to the boy.

Ben gets up.

INT. PARKER RESIDENCE, PETER'S ROOM - DAY

Peter enters his room and throws his bag to the ground.

PETER PARKER
Stupid. Stupid.

A knock is at his door. Ben comes in.

UNCLE BEN
Hey, kiddo.

PETER PARKER
Look -- I didn't mean to ignore you,
Ben. I'm sorry.

UNCLE BEN
Don't apologize boy, I get it. You're
a teenager! It happens.

Ben sits down at his desk.

UNCLE BEN (cont'd)
Sit down for me, boy.

Peter sits down on his bed.

UNCLE BEN (cont'd)
You're growing up. Quicker than I
thought.

Ben looks at a picture of Peter and his PARENTS.

UNCLE BEN (cont'd)
You know, you're looking more and
more like him everyday.
(Laughs)
I told him, the speedboat is way too
fast. Didn't listen... that's your
father. Hot headed. However, he was
smart. Same with your mother.

PETER PARKER
Yeah.

UNCLE BEN
Look, I get it. It's hard growing up
without your parents. I'm not your
father... but, you know you could
always talk to me if there's an
issue.

PETER PARKER
I know, Ben. It's nothing.

Ben doesn't buy it. He looks at Peter's black eye.

UNCLE BEN
That's not nothing.

PETER PARKER
I fell.

UNCLE BEN
One someones fist?
(Scoffs)
Do I have to call anyone's father?

PETER PARKER
No! That'd just create more problems.

UNCLE BEN
Who is it, my boy?

PETER PARKER
Flash --

UNCLE BEN
I knew it was.
(Sighs)
He's never going to leave you alone,
is he?

Peter doesn't respond. He just looks at his hands.

Ben leans forward.

UNCLE BEN (cont'd)
Those hands, are a gift. You use them
to do good things. Not to fight for
whatever reason. Peter, you have a
gift. A power. I always want you to
remember, with great power, there
must also come great responsibility.

Peter looks at Ben, then at the ground. Thinking. Ben gets
up and leaves.

INT. PARKER RESIDENCE, PETER'S ROOM - LATER - NIGHT

Peter is upside down on his ceiling. He's thinking.

His spider-sense goes off, he leaps down on the ground and
looks at the door.

THE DOOR KNOB

Turns.

Aunt May enters.

AUNT MAY
Peter?

PETER PARKER
Yes, aunt May?

AUNT MAY
Are you okay?

PETER PARKER
Yeah. I'm fine.

AUNT MAY
Well... alright. Your friend Gwen is
here, dear.

PETER PARKER
Okay. Thanks May.

Aunt May smiles and leaves the room. Peter rushes over to
the window and looks out.

PETER PARKER (cont'd)
Dang it. Why now?

Peter sighs and looks at his wrists.

He grabs a TURTLE NECK and puts it on. He puts on a YELLOW
JACKET, and some jeans. His classic look.

His attention goes to next door, he see's the girl next door
arguing with her FATHER. Only their outline is able to be
seen.

Peter shakes his head, looks away and leaves his room.

INT. PARKER RESIDENCE, LIVING ROOM - NIGHT

Peter walks downstairs. A conversation is in the background,
however, Peter doesn't understand it.

AUNT MAY (O.S.)
I think that's him.
(To Peter)
Peter, dear!

PETER PARKER
Coming right...

Peter stops. He looks to the side and see's Gwen, she's
dressed beautifully. She's got on a PURPLE SKIRT, BLACK
TURTLE NECK, DARK-GREEN JACKET, BLACK BOOTS, and a BLACK
HEADBAND on her head. Her classic look.

PETER PARKER (cont'd)
Down.

GWEN STACY
Hey, Peter.

PETER PARKER
Hey, Gwen. What's with the getup?

GWEN STACY
Just wanted to go out on a walk with
you. It's snowing.

PETER PARKER
Oh. Is it?

Gwen nods and smiles. Her lip balm shining in the light.

PETER PARKER (cont'd)
Well... sure. But I uh...

AUNT MAY
Hush! You go now!
(To Gwen)
He's got nothing to do!

PETER PARKER
Are you sure?

AUNT MAY
I'm sure! Go! Go!

May politely pushes Peter out the door. Gwen follows.

GWEN STACY
See ya, Mrs. Parker.

AUNT MAY
Have fun, now!

GWEN STACY
We will.

EXT. PARKER RESIDENCE - NIGHT

Peter sighs and smiles. Gwen shuts the front door.

GWEN STACY
Ready to go?

PETER PARKER
Yup.

Gwen and Peter walk off.

EXT. FOREST HILLS PARK - NIGHT

Peter and Gwen walk together.

PETER PARKER
So, what's up?

GWEN STACY
Nothing. It's a nice night. Besides,
it's Friday. Got nothing to do.

PETER PARKER
Right. Yeah. That makes sense.

They both sit down at a PARK BENCH.

GWEN STACY
I have something to ask you.

PETER PARKER
Yeah?

Gwen sighs. She plays with her jacket.

GWEN STACY
I um...
(Shakes head)
Never mind. It's fine.

PETER PARKER
Are you sure? You can ask me
anything.

GWEN STACY
Yup. I'm sure.

PETER PARKER
Well. Okay.

A HOMELESS walks past them.

PETER PARKER (cont'd)
Oh man.
(To homeless)
Hey. Here.

Peter pulls out a FIVE-DOLLAR BILL. The homeless smiles and
takes it.

PARK HOMELESS
God bless.

Peter nods, the homeless walks away.

PETER PARKER
(To Gwen)
I should probably get going. Your dad
should be there... right? At my
house?

GWEN STACY
No, no, yeah. He should.

PETER PARKER
Alright. I... I gotta tell you
something first.

GWEN STACY
What is it?

Peter stands up.

PETER PARKER
I was... bitten by a spider. A radio-
active one. At the field trip.

GWEN STACY
Oh.

PETER PARKER
I was given these abilities. Like,
when I got into a fight with Flash...
I have this thing that goes off in my
head... like a spider-sense. It
allows me to dodge any harm coming my
way, I guess.

GWEN STACY
And... this is from a spider?

PETER PARKER
Yup.

Gwen laughs, not believing Peter.

Peter PICKS UP the park bench with one hand. Gwen screams.

GWEN STACY
Okay! Put me down! Put me down!

Peter puts the park bench down.

GWEN STACY (cont'd)
What... what else can you do?

PETER PARKER
I'll show you, but do not freak out.
Please.

GWEN STACY
Okay.

Peter extends his arm, he shoots a web to the trash can.

Gwen jumps.

GWEN STACY (cont'd)
Did that just...

PETER PARKER
Yup. Out of my wrist.

Peter yanks the trash can, sending it flying. He breaks the web off of his wrist.

PETER PARKER (cont'd)
Please, don't tell anyone. I'm not trying to be labeled as a freak.

GWEN STACY
I wont. I wont.

PETER PARKER
Alright... good. I can also climb walls.

GWEN STACY
What?

Peter sighs. He walks up to the PLAYGROUND. Peter puts his hands on a BOARD and begins to climb up.

Gwen smiles.

GWEN STACY (cont'd)
Okay. That's cool. Freaky, but cool.

PETER PARKER
Yup.

Peter does a back-flip off.

PETER PARKER (cont'd)
We should probably go.

GWEN STACY
Yup. Lets go.

Peter and Gwen walk away.

GWEN STACY (cont'd)
Did it hurt?

PETER PARKER
What?

CLOSE ON A SPIDER.

On the LAMP-POST. It's forming a web. Below, Peter and Gwen are walking away.

GWEN STACY (O.C.)

The bite.

PETER PARKER (O.C.)

Oh for a second. Not really.

GWEN STACY (O.C.)

Cool. Cool.

INT. PARKER RESIDENCE, KITCHEN - NIGHT

Peter sits at the dinner table. He's eating MACARONI & CHEESE.

AUNT MAY

Oh! Peter! There's a really nice young lady I'd like you to meet.

PETER PARKER

Oh. Uh. Okay.

AUNT MAY

Well... don't you want to know her name?

PETER PARKER

Sure, May. What is it?

AUNT MAY

Her name is Mary Jane Watson. She's got a great personality!

Peter shivers and groans.

PETER PARKER

May I be excused? I got some homework to do.

UNCLE BEN

Oh, come on! Take a break from study. Hey! There's a really neat wrestling match tonight. Why don't you watch it with me?

PETER PARKER

Uh, yeah. Sure. I can do that. Sounds fun.

UNCLE BEN
Great! I'll get some popcorn ready.

Peter nods.

Ben wipes his mouth, he gets up.

AUNT MAY
You gonna finish your food?

UNCLE BEN
I'm finished!

Ben chuckles and goes into the pantry.

PETER PARKER
(Smiles)
I'm going to wash up. Be right back.

AUNT MAY
Alright!

UNCLE BEN
Be down quick!

Ben comes out with a bunch of POPCORN KERNELS, he giggles as he walks out of the pantry.

INT. VINNIE'S CAR - NIGHT (MOVING)

Vinnie drives down a dark road by himself.

He's smoking a cigarette.

Vinnie stops. He looks off to the side. A HOSPITAL.

He flicks the cigarette out of the window. Vinnie steps out.

THE WINDSHIELD P.O.V.

Vinnie walks into the hospital.

INT. BRONX HOSPITAL, LOBBY - NIGHT

Vinnie walks up to the desk. He looks up at the RECEPTIONIST. She smiles warmly.

HOSPITAL RECEPTIONIST
How may I help you?

VINNIE
Looking for my mother. I was told
she's in this hospital?

HOSPITAL RECEPTIONIST
Name?

VINNIE
Francesca Cascio.

The hospital receptionist looks down. A worried look grows
on her face.

Vinnie is puzzled -- "Why so worried?"

HOSPITAL RECEPTIONIST
Go ahead and take a seat, I'll call
you.

VINNIE
Right. Okay. Yeah.

Vinnie turns and sits down. He looks over at the
receptionist talking to a DOCTOR. They look at him.

The doctor turns to the receptionist, nods, and walks over
to Vinnie.

BRONX DOCTOR
Vinnie Cascio?

VINNIE
That's me.

BRONX DOCTOR
I don't know how to tell you. Your
mother, Francesca? She's gone. She
died last month.

VINNIE
I'm sorry -- last month?

The doctor nods.

CLOSE ON VINNIE.

Vinnie is glossy-eyed. He looks at the doctor, his lip
quivers.

Tears fall from his face. He covers his face, wipes it, and
sighs.

INT. VINNIE'S CAR - NIGHT

Vinnie PUNCHES his steering wheel. He screams as he punches the steering wheel.

He punches it over and over. He looks down at the passenger seat. A PISTOL.

FLASHES OF RICO.

Vinnie grabs the pistol.

He looks at it and COCKS IT back.

INT. ABANDONED APARTMENT - NIGHT

Darkness. The only light is the moon shining through a broken window.

Vinnie enters. Gun drawn.

RICO
So. You found out.

VINNIE
Damn right.

RICO
What ya gonna do. Kill me?

VINNIE
Let me ask you. How long did you know?

RICO
Since it happened.

Vinnie grabs a BOX and throws it at Rico.

RICO (cont'd)
Take is easy!

VINNIE
Why'd you hide it! Why?

RICO
The money. That's what it's all about, Vin.

VINNIE
Money matters more? Really? See if your life matters more.

Vinnie SHOOTs Rico in the arm. Rico falls onto to the ground and screams.

RICO
YOU SHOT ME!

Rico, using all of his strength gets up and PUNCHES Vinnie in the face, sending him to the ground.

RICO (cont'd)
You stupid son of a bitch!

Rico runs out of the abandoned building.

VINNIE
Get back here!

Rico is gone.

Vinnie lays there, catching his breath.

INT. PARKER RESIDENCE, LIVING ROOM - NIGHT

Peter and Ben sit on separate couches.

A WRESTLING MATCH is on. The sound of groaning, cheering, and booing is on the TV.

Ben laughs, jumping up and down in his seat.

UNCLE BEN
He showed him!

PETER PARKER
Wow, Ben! Never seen you so happy before.

UNCLE BEN
What can I say? It's wrestling!

PETER PARKER
Yeah. You're right.

ON THE TV

A COMMENTATOR is on screen.

WRESTLING COMMENTATOR
(On screen)
Viewers at home! We have an important announcement. Crusher Hogan has stated that he will fight anyone in one night, if they win. . .
(MORE)

WRESTLING COMMENTATOR (cont'd)
*They get One-Thousand-Dollars! He's
giving every opponent three-weeks to
be prepared!*

PETER AND BEN.

Ben is surprised, Peter is intrigued.

PETER PARKER
That's a lot of money.

UNCLE BEN
Oh, you're telling me!
(Chuckles)
Hey... hey Pete! You should do it!

Ben laughs at his own joke. Peter isn't laughing.

PETER PARKER
Wouldn't that be cool.

UNCLE BEN
Yeah, it would! Except no ones beat
Crusher!

PETER PARKER
First time for everything, right?

Ben turns off the TV.

UNCLE BEN
Well. Time for bed.
(Gets up)
Goodnight, Pete.

PETER PARKER
Yup. Goodnight, Ben.

Ben pats Peter on the back. Peter smiles as Ben walks upstairs.

Peter looks at the TV and back at his hands.

INT. PARKER RESIDENCE, PETER'S ROOM - NIGHT

Peter is drawing. He's focused.

Peter stops, looks at the paper, sighs, and throws it away.

He continues to draw.

CLOSE ON A DRAWING.

It's black and white. However, a figure with a WEBBING PATTERN all over it's body, a SPIDER on the chest and BUG EYES is on the paper.

PETER

Is finishing it. He takes a good look at it.

Peter grabs a RED and BLUE MARKER.

He colors in the drawing.

Peter smiles as he holds it up.

THE DRAWING

Is finished. The figure is red and blue, the design of a campy wrestling suit.

PETER

Smiles, happy with his work.

EXT. /ESTAB. WRESTLING ARENA - NIGHT

TITLE: "3 WEEKS LATER"

HUNDREDS OF PEOPLE are waiting outside. SEARCH LIGHTS intertwine with each other as UPBEAT MUSIC PLAYS from inside.

INT. WRESTLING ARENA, LOBBY - NIGHT

Peter is next in line. He's impatient. He's also wearing normal clothes, however, on his face is a FISHNET OVER some RED CLOTH tied to the back of his head. He's got a NOTEBOOK in his hand.

In the line is multiple WANNABE-WRESTLERS, wearing brightly-colored outfits.

In front of this line, is an OFFICIAL signing people in.

OFFICIAL

Next.

Peter steps forward.

OFFICIAL (cont'd)
I'm sorry. We don't have a light-weight division.

PETER PARKER
I don't mind. I didn't know size was an issue, though.

OFFICIAL
It isn't. But... hey! It's your funereal, right?

The official hands him a form.

OFFICIAL (cont'd)
Here, sign this.

PETER PARKER
What is this?

OFFICIAL
A waiver. You sign up, if you get hurt, or killed. It is not our responsibility. If you want to fight, you got to sign this form, otherwise, there's a line of people behind you.

PETER PARKER
Sure, I can do that.

Peter grabs the form.

He begins to write his name "Peter" on the form. He scratches it off.

OFFICIAL
Come on. You're holding up the line. Just sign your name!

PETER PARKER
Okay! Okay.

Peter writes "SPIDER-MAN" on it. He gives the official the form.

PETER PARKER (cont'd)
Here.

OFFICIAL
(Reads)
Right. Okay. Mr...
(MORE)

OFFICIAL (cont'd)
 (Looks at Peter,
 puzzled)
 Spider-Man? Right. You're number 15.
 Go and wait, we'll call you.

PETER PARKER
 Okay.

OFFICIAL
 Next.

Peter gets out of line.

INT. WRESTLING ARENA, THE RING - NIGHT

A WRESTLER gets thrown out of the ring onto a table. The wrestler screams. They're in actual pain. They try to get up but cannot.

IN THE RING

CRUSHER HOGAN, a two-hundred pound of muscle brute stands on top of the ring. He roars at the crowd, flexing his muscles.

Hogan does a back-flip off of the ropes, he goes to middle and the REFEREE grabs his arm and raises it.

REFEREE
 Winner!

The wrestling commentator speaks over the speakers.

WRESTLING COMMENTATOR
 (Over the speakers)
*Crusher Hogan has beaten his own
 record! Beating his opponent in just
 13 seconds! He remains champion!
 Now... please direct your attention
 over to the walk-in stage!*

INT. WRESTLING ARENA, WALK-IN STAGE - NIGHT

LIGHTS FLASH on the stage. Smoke everywhere.

WRESTLING COMMENTATOR
 (Over the speakers)
*For Hogan's next opponent, he stands
 five-foot-ten! He's the amazing...
 the spectacular... SPIDER-MAN!*

Peter, now as Spider-Man steps out. He's wearing a crappy homemade suit compared to his drawing.

The crowd boos as he steps out.

RINGSIDE GIRLS taunt him.

RINGSIDE GIRL #1
He's gonna kill you!

RINGSIDE GIRL #2
Eat you alive!

RINGSIDE GIRL #3
I should spit on you! You pathetic
punk!

Spider-Man doesn't listen to them.

He walks forward and reaches the ring.

INT. WRESTLING ARENA, THE RING - NIGHT

Spider-Man looks around.

SPIDER-MAN
(In awe)
Whoa.

Hogan stands tall over him, ready to crush his bones.

HOGAN
Damn right whoa. Listen, I'm not in
the mood for so much talking! I'd
rather break your bones, instead.
(Whispers to the
referee)
Lower the gate.

The referee nods at a CONTROL PANEL GUY and FOUR-METAL GATES
COME DOWN. Blocking in Crusher and Spider-Man.

SPIDER-MAN
Hey! I didn't ask for a cage fight.

The bell DINGS.

HOGAN
Oh well, little man! Come to papa!

Hogan runs at Spider-Man. His spider-sense goes off and he
moves out of the way.

Spider-Man runs to the other side of the cage, Hogan grunts
and runs towards him again.

HOGAN (cont'd)
Stay still!

SPIDER-MAN
Wheres the fun in that?

Spider-Man leaps above Hogan's head.

HOGAN
Hey!

Hogan hits himself on the gate. He yelps. Hogan holds his nose and shakes his head.

HOGAN (cont'd)
You're dead!

He runs after Spider-Man.

Spider-Man runs onto the cage and does a BACK-FLIP off of the cage.

He strikes a superhero pose as he lands.

SPIDER-MAN
Am I? Dang! I didn't even get to right my wrongs!

Hogan yells as he grabs Spider-Man and lifts him up.

SPIDER-MAN (cont'd)
(Struggling)
Let loose a little?

Spider-Man breaks out of Hogan's arms.

He KICKS HIM in the face. He falls to the ground and DONKEY KICKS Hogan straight in the stomach.

Hogan looks to the side, he talks to the OFFICIALS below.

HOGAN
Get me out of here.

Spider-Man grabs Hogan and begins to crawl up with him.

HOGAN (cont'd)
Oh! Put me down! Put me down! You ain't human! You ain't human!

SPIDER-MAN
Wanna bet?

HOGAN
Put me down! Please!

SPIDER-MAN
Aw... well, since you said please!

Spider-Man drops Hogan, making him fall right on his butt.
He screams and crawls away.

He waves "Stop!"

Spider-Man leaps down, he lands on his feet.

SPIDER-MAN (cont'd)
You had enough?

HOGAN
Yes!

SPIDER-MAN
Wow. Some champion you are.

The referee runs to Spider-Man and lifts his arm up.

REFEREE
Winner!

The crowd goes wild.

WRESTLING COMMENTATOR
(Over the speakers)
*History has just been made! Crusher
Hogan has been defeated! Spider-Man
has become the new champion!*

INT. WRESTLING ARENA, OFFICE - NIGHT

FIVE-HUNDRED DOLLARS

Is thrown onto the table.

THE MANAGER

Smirks, he looks up at Spider-Man as he smokes a cigar.

MANAGER
There's half of it.

SPIDER-MAN

Stands in front of his desk.

SPIDER-MAN

Half?

MANAGER

Damn right, half. Kid, you were a sensation tonight. If you come back again, I'll give you the rest. Come back Sunday night in fact. Maybe I'll double it. You never know.

Peter reaches to grab the money.

MANAGER (cont'd)

Not yet, Pal. Come Sunday night.

SPIDER-MAN

I don't know about that. It's a --
(Shakes his head)
Yeah. I don't know.

MANAGER

Come on. It'll be worth it.

The manager winks and opens a SECRET DRAWER full of MONEY.

MANAGER (cont'd)

Maybe get a new suit too. It's kind of crappy, that one.

SPIDER-MAN

Right, yeah. What time is it?

The manager looks at the watch and back Spider-Man.

MANAGER

Half past eight, kid. Why?

SPIDER-MAN

Can I use the payphone outside?

MANAGER

Sure kid. Here's a quarter.

He flips Spider-Man a quarter.

Spider-Man catches it.

INT. WRESTLING ARENA, HALLWAY - NIGHT

AT A PAYPHONE.

Spider-Man dials in a few memorized numbers.

SPIDER-MAN
Hello? Ben? Yeah. Hey. What? You
can't hear me? Hold on.

He lifts up his mask, leaving his mouth visible.

SPIDER-MAN (cont'd)
Better? Alright. I'm calling to let
you know that i'm going to pretty
late. I know, I know. Yeah. I love
you too, Ben. Night.

Spider-Man hangs up.

A MAN with a HOODIE walks past Spider-Man.

His spider-sense goes off.

He holds between his eyes.

A FLASH OF A WINDOW BREAKING.

Spider-Man shakes his head.

SPIDER-MAN (cont'd)
The... heck?

He looks over at the man walking.

INT. WRESTLING ARENA, OFFICE - NIGHT

The manager smokes a cigar as he's counting the money he
throw onto the table.

The hooded man comes in. It's Vinnie.

Vinnie pulls a gun out and points it at the manager.

VINNIE
All the money in your hand and in the
safe.

MANAGER
Safe?
(Scoffs)
Really?

VINNIE
Don't play games with me.

Vinnie cocks the gun back.

VINNIE (cont'd)
Give me the money. Now.

MANAGER
Okay! Okay!

The manager grabs MONEY from a SAFE and throws it on the table.

MANAGER (cont'd)
Take it! Take it!

Vinnie snatches the money and runs out.

MANAGER (cont'd)
Hey! Spider-Man!

INT. WRESTLING ARENA, HALLWAY - NIGHT

Spider-Man is looking over.

MANAGER (O.S.)
Stop that guy!

Vinnie runs past Spider-Man. Nothing happens.

Vinnie enters an elevator, the doors close.

The manager runs out.

MANAGER
What the hell? You could've stopped that guy. Stuck your leg out. Something! You could've destroyed him!

SPIDER-MAN
Hey. I'm a wrestler. Not a superhero. I'll see you Sunday, yeah?

MANAGER
You're lucky he didn't see the other safe. You god damn freak.

SPIDER-MAN
Right. Yeah. See ya later.

The manager scoffs and walks off.

INT. PARKER RESIDENCE, PETER'S ROOM - NIGHT

Peter is sewing a new suit. Though the suit is not visible, the look on Peter's face shows it's good. He smiles as he sews it.

May comes in.

Peter quickly hides the suit under his desk.

PETER PARKER
Hey, May. Whats up?

AUNT MAY
I baked some cookies!

May puts a PLATE OF COOKIES on his desk.

AUNT MAY (cont'd)
They're chewy! Just like how you like them!

PETER PARKER
Oh, great! Thanks a lot, May.

May smiles and leaves.

Peter picks up the suit again.

PETER PARKER (cont'd)
(Under his breath)
Almost there.

Peter continues to sew the suit.

INT. MIDTOWN LIBRARY - DAY

Peter and Gwen sit next to each other, reading a BOOK.

GWEN STACY
So... you wrestle now?

PETER PARKER
Yup.

GWEN STACY
Do you get paid for it?

PETER PARKER
Oh yeah. Well, not yet. I gotta go back on Sunday and get the money.

Gwen nods.

Peter points at something in the book.

PETER PARKER (cont'd)
Look. Look.

IN THE BOOK

A long paragraph.

PETER

Looks at Gwen.

PETER PARKER (cont'd)
There's a possibility that the spider bite could turn me into a giant-human spider.

GWEN STACY
That's just a fairy-tale, Peter.

PETER PARKER
No, no, no. Stuff like that exists. You ever hear about "The New Mexico Monster?"

GWEN STACY
What? No.

PETER PARKER
So... a guy was blasted with radiation. He turned into this giant monster. He's still out there.

Gwen puts her hand on his shoulder.

GWEN STACY
Peter. It's not possible. You cant just... turn into a spider.

PETER PARKER
Come on! It's radiation. Gamma or not. Whatever. Who knows what it can do.

Peter looks back at the book.

PETER PARKER (cont'd)
Who knows...

Gwen looks at the book as well, now worried.

EXT. MIDTOWN HIGH, FOOTBALL FIELD - DAY

PETER

Is in a GRADUATION GOWN. Next to him is May and Ben, they're getting their picture taken.

The PHOTOGRAPHER puts their CAMERA down.

PHOTOGRAPHER

You're pictures will be mailed to you.

UNCLE BEN

Alright, sounds good!

PETER PARKER

I'm going to go talk to Gwen.

AUNT MAY

Be back in a minute!

PETER PARKER

Will do, May. Will do.

Peter walks off, Gwen turns around and smiles at Peter.

GWEN STACY

Hey, Peter.

PETER PARKER

Hey, Gwen.

GWEN STACY

Hows it feel? Four years finally over.

PETER PARKER

It feels... good. I mean, I wont get my head shoved into a locker so... yeah, good.

Gwen laughs, Peter just smiles.

GWEN STACY

Yeah. It's been quite the years. Remember freshman year?

PETER PARKER

Oh boy. Don't get started on that.

GWEN STACY

So, you gonna go to E.S.U?

PETER PARKER
Yeah, got my academic scholarship
so... it'll be nice. How about you?

GWEN STACY
E.S.U as well.
(Smirks)
You can never escape me!

Peter and Gwen laugh together.

May comes up to Peter.

AUNT MAY
Peter, there's a young lady I'd like
you to meet.

PETER PARKER
Uh, not now May... some other time?

AUNT MAY
Ah! Sure, why not?

Peter chuckles nervously and looks back at Gwen.

PETER PARKER
I should get going.

GWEN STACY
Yup.

Peter walks forward, Gwen walks in the opposite direction.
They turn around and switch.

PETER PARKER
Wrong way.

GWEN STACY
Same here.

INT. MOTEL ROOM - NIGHT

Rico is watching TV. A LARGE BANDAGE over his gunshot wound.
Footage of the wrestling match is on screen.

RICO
Damn!

Rico gets up and opens the fridge. He grabs a BEER from it
and begins to drink.

A knock at the door. Rico looks to the side alarmed. He looks through the blinds slightly.

It's Vinnie.

VINNIE (O.S.)
I know you're in there. Don't play
stupid.

Rico backs away.

RICO
(Under his breath)
Shit.

More knocking. Rico stops. He grabs a gun from the cabinet.

VINNIE (O.S.)
Come on! I just want to talk.

Rico walks forward.

BULLETS COME THROUGH THE DOOR. Rico throws himself on the ground, dodging bullets. He closes his eyes.

Silence. Rico opens his eyes.

Vinnie BREAKS a window.

Rico crawls under the bed quickly.

RICO'S P.O.V.:

Vinnie walks around the room. He stops. Turns. He walks away.

VINNIE

Is angered. He smashes the TV.

VINNIE
Where ever you are! I'll find you!
You're going to pay!

He leaves the room.

RICO

Gets out from under the bed.

RICO
Shit, shit, shit.

INT. WRESTLING ARENA, LOCKER ROOM - NIGHT

TITLE: "SUNDAY"

PETER'S P.O.V.:

Peter, with a RED GLOVED HAND with BLACK WEBBING puts a backpack into a locker.

He looks to the side. The manager is at the end of the locker room.

MANAGER
Sweet suit. Ready?

Peter nods.

MANAGER (cont'd)
Alright. Come on.

Peter walks forward. Flashing lights are everywhere as Peter enters the walk-in stage.

INT. WRESTLING ARENA, WALK-IN STAGE - NIGHT

RED BOOTS WITH BLACK WEBBING

Steps onto the stage. Cheering is everywhere.

Slowly, everything else is revealed. The BLUE PANTS, the RED and BLUE torso with a SPIDER-LOGO on the chest... and finally. The mask.

This is Spider-Man.

Spider-Man waves.

INT. WRESTLING ARENA, THE RING - NIGHT

Spider-Man flips a wrestler onto the canvas. He lifts him up, twirls him by his fingertip and throws him.

The referee waves off the fight.

Spider-Man fires a web and hangs from it upside down.

Spider-Man flips down and raises his hands.

INT. WRESTLING ARENA, HALLWAY - NIGHT

AT THE PAYPHONE

Spider-Man is on the phone.

SPIDER-MAN
Yeah. Yeah. I'm going to be home
late. Don't worry, I'll be safe. Love
you too.

INT. WRESTLING ARENA, THE RING - NIGHT

A FAKE LUCHADOR

Flies out of the ring. Spider-Man is declared winner.

MONTAGE.

- SPIDER-MAN

DONKEY KICKS a WRESTLER in the jaw.

HOGAN

Is watching in the crowd, cheering for Spider-Man.

- SPIDER-MAN

Throws a WRESTLER dressed in a KARATE OUTFIT out of the ring.

- A SUMO WRESTLER

Is thrown by Spider-Man into the air.

Spider-Man catches him and throws him onto the ground.

- A WRESTLER

SWINGS a FOLDING CHAIR at Spider-Man.

Spider-Man ducks and puts both of his fists together, he SMACKS DOWN on the wrestlers back. Sending him to the ground.

BACK TO SCENE.

Spider-Man has both hands raised.

The referee is holding his arm up.

EXT. CORNER STORE - NIGHT

Spider-Man walks out of a CORNER STORE. A little BOY with his MOTHER begins to walk past him.

The little boy stops. He looks up at Spider-Man. He waves.

LITTLE BOY

Hi!

Spider-Man kneels down.

SPIDER-MAN

Hey, little man.

LITTLE BOY

Whats your name?

SPIDER-MAN

Spider-Man, bud. How about yours?

LITTLE BOY

Max!

He looks up at the mother.

MOTHER

Nice costume, are you a hit at kids birthdays?

SPIDER-MAN

No ma'am. I'm a wrestler.

His spider-sense goes off.

SPIDER-MAN (cont'd)

Uh...

MOTHER

Is everything okay?

SPIDER-MAN

No, no. Yeah.

He looks around.

MOTHER

Alright, well. What do you say Max? Would you like if he came to your birthday?

SPIDER-MAN

I'm not a --

CRASH! Spider-Man looks over at an alleyway.

SPIDER-MAN (cont'd)
I think it's best if you guys go
home.

Max and his mother walk away quickly.

Spider-Man slowly walks towards the alley.

FOUR THUGS come out. Spider-Man backs up quickly.

THUG #1
Halloween ain't for a while, kid.

THUG #2
Type of suit even is that? You with
the cops?

SPIDER-MAN
No. I'm a wrestler. Does nobody get
that? Wasn't I just five feet from
here just a second ago?

THUG #3
I think you should go on home. This
time of night? Man, you gotta be one
sucker.

SPIDER-MAN
Right. Right. Well, I'm not a
sucker... but this is really gonna
suck.

Spider-Man PUNCHES Thug #3 in the mouth. They fall down.
Thug #2 runs towards Peter.

He grabs Thug #2 and throws him into a TRASHCANS.

Thug #1 pulls his PISTOL out.

THUG #1
Come on. Take another step.

Spider-Man WEBS Thug #1's face and throws him to the ground.

The final thug, THUG #4 puts BRASS KNUCKLES on. He cracks
his knuckles.

SPIDER-MAN
Well. That's just not fair.

Spider-Man SWEEPS his leg, he picks him up and webs him to
the wall.

THUG #4
Let me go! Let me go!

SPIDER-MAN
It'll dissolve... probably. Not quite sure yet.

THUG #4
You're a damn creep!

SPIDER-MAN
You have a lot of room to talk. Well, I'll see you later!

Spider-Man FLIPS and climbs on the wall. He climbs away.

A NEWS PAPER

Flips onto a table.

The headline reads: "SPIDER-MAN REIGNS UNDEFEATED!" with a picture of Spider-Man.

INT. WRESTLING ARENA, OFFICE - NIGHT

The newspaper lies on the table.

THE MANAGER

Is happy, a big smile is on his face.

MANAGER
You're a sensation. How does a guy like you come out of nowhere and win all these fights? You're undefeated. You've got a better record than Hogan and it's been a month. What you got, a death wish?

SPIDER-MAN (O.C.)
No sir.

SPIDER-MAN

Is sitting across from him, with his backpack on his back.

SPIDER-MAN
I just want to make money.

MANAGER
Any reason?

SPIDER-MAN
It's personal. Family stuff, I guess.

The manager nods, understanding.

MANAGER
I respect that. Why don't you show
your face?

SPIDER-MAN
No thanks.

MANAGER
You'd be the most famous man in the
world!

SPIDER-MAN
Again. No thanks.

The manager leans back in his seat.

MANAGER
Alright. Alright.

Spider-Man's spider-sense goes off.

SPIDER-MAN
What the...

A FLASH OF A GUN.

It goes off.

SPIDER-MAN

Jumps out of his seat. He stands up.

MANAGER
What's wrong?

SPIDER-MAN
I need... I need a phone. The pay
phone.

MANAGER
Here.

The manager flips a quarter at Spider-Man, he catches it.

INT. WRESTLING ARENA, HALLWAY - NIGHT

AT THE PAYPHONE

Spider-Man grabs the phone, puts in the quarter. Dials in a few numbers.

SPIDER-MAN
Come on... pick up. Pick up!

He hits his hand on the box.

SPIDER-MAN (cont'd)
Hey! Hey. Ben? Yeah. It's Peter again. I'm going to be late.
(Sighs)
Are you okay? Are you and May okay?
(Nods)
Alright... good...

Spider-Man hangs up.

He looks over at the manager. He puts a thumbs up. The manager nods and walks over to Spider-Man.

MANAGER
Look, bud. You've had a hard night. Here.

The manager hands him a check.

THE CHECK

Has the manager's name on it "MAXIE EDWARDS."

The amount of money is written on the side "\$2,000."

SPIDER-MAN

Grabs it. He looks at it then back at the manager.

SPIDER-MAN
Whoa. Really?

MANAGER
I figured. You're a good kid.

SPIDER-MAN
I don't know how to thank you. Man.

MANAGER
Well, I haven't paid you fairly since the first grand. So. This is the least I can do.

Spider-Man hugs him. He lets go quickly.

SPIDER-MAN
I gotta go, but thank you. Really. I
appreciate it.

MANAGER
Don't mention it, kid.

Spider-Man runs off.

The manager smiles.

MANAGER (cont'd)
Good man.

EXT. ALLEYWAY NEXT TO ARENA - NIGHT

Peter is out of his costume. He looks up and leaps.

He crawls on the side of the building.

He stops. Peter looks at the check.

PETER PARKER
I should probably cash this out
before it's too late.

Peter crawls away.

INT. BANK - NIGHT

Peter signs his name at the bottom of the check.

He walks up to the BANK RECEPTIONIST.

PETER PARKER
Hi. I'd like to cash this check out,
please.

BANK RECEPTIONIST
Sure. I need to see some ID, please.

PETER PARKER
Oh. Uh... sure. Like a drivers
license?

BANK RECEPTIONIST
Anything official that has your name
on it. Identification.

PETER PARKER

Right.

Peter goes through his pockets. He finds his WALLET. He takes it out, no money. However, he has a DRIVERS LICENSE.

PETER PARKER (cont'd)

Oh.

EXT. PARKER RESIDENCE - NIGHT

FLASHING RED AND BLUE LIGHTS.

An AMBULANCE along with POLICE CARS all over the place.

PETER

Runs towards a CROWD of PEOPLE.

PETER PARKER

Hey! Hey!

An OFFICER stops him.

PETER PARKER (cont'd)

Let me go!

CRIME SCENE OFFICER

No can do, kid.

George Stacy walks up to the officer and puts his hand on his shoulder.

GEORGE STACY

Let him. He's the nephew.

CRIME SCENE OFFICER

Right. Sorry, captain.

Peter runs past the officer, he stops as a STRETCHER comes out, it's lifted into the back of the ambulance.

He looks off to the side, May is on the ground crying.

PETER PARKER

Ben...

(Screams)

BEN!

George joins his side.

GEORGE STACY
I'm sorry, kid. He was shot. The
psycho took your uncles car after
crashing it down the street.

PETER PARKER
His... car?

Peter clenches his fist and looks at Ben. He overhears a
radio.

POLICE RADIO (O.C.)
*Captain, we have eyes on him. He's
left Deegan Motel.*

GEORGE STACY (O.C.)
In the Bronx?

POLICE RADIO (O.C.)
*That's correct, sir. No clue on where
he's headed.*

GEORGE

Looks to the side. Peter's gone.

GEORGE STACY
Huh.

EXT. ROOF TOPS - NIGHT

Peter runs on top of roofs, he changes into his Spider-Man
costume quickly.

He puts his mask on and LEAPS.

RAIN POURS, THUNDER ROARS, LIGHTNING STRIKES like the wrath
of god.

EXT. BRONX BUILDING - NIGHT

Spider-Man is on the side of a building.

The motel is in front of him.

SPIDER-MAN
Where are you...

He leaps off.

INT. MOTEL HALLWAY - NIGHT

Spider-Man walks through the motel. He see's a door that's filled with bullet holes.

He opens the door.

INT. MOTEL ROOM - NIGHT

He looks around, Rico is on the bed. Sitting up, he's wiping off blood off of his nose.

Rico looks at Spider-Man, his eyes widen.

RICO
The hell...

SPIDER-MAN
Where's the guy who did this?

Rico laughs hysterically.

RICO
Really? Red and blue jumpsuit, you think I'm gonna tell you?

SPIDER-MAN
Bad idea if you don't.

RICO
Yeah?

Spider-Man grabs Rico with one hand and lifts him up.

SPIDER-MAN
Yeah.

RICO
You think this scares me?

Rico PUNCHES Spider-Man in the face. It does nothing.

SPIDER-MAN
Wasn't supposed too.

Spider-Man THROWS Rico to the other side of the room.

SPIDER-MAN (cont'd)
WHERE IS HE?

RICO
I ain't telling you.

Rico grabs a HAMMER and swings it at Spider-Man. Spider-Man dodges and grabs Rico's wrist.

SNAP! Rico's wrist breaks.

SPIDER-MAN
One last time. Where is he.

RICO
Go... go to hell.

Rico headbutts Spider-Man in the face. Nothing.

Spider-Man SMASHES Rico's face against a MIRROR.

RICO (cont'd)
OKAY! OKAY! He came in... we fought...

SPIDER-MAN
No details. I just want his location.

RICO
He's on the way to the peer. There's a warehouse!

SPIDER-MAN
How do you know? How do I know you're not lying?

RICO
I -- I --

Spider-Man grabs Rico's head, ready to hit him against the mirror again.

RICO (cont'd)
Okay! Okay! He told me everything. I almost killed him! I told him to leave! So... he left! Told him to go to the peer. The warehouse.

He throws Rico to the ground.

SPIDER-MAN
You better be right.

Spider-Man grabs Rico by the collar.

SPIDER-MAN (cont'd)
Or I'll be back. Quickly.

He lets go.

RICO
Alright! Alright!

Spider-Man begins to walk away.

RICO (cont'd)
Wait...

He stops.

RICO (cont'd)
his name is Vinnie.

Spider-Man doesn't respond. He just walks away.

RICO (cont'd)
Shit... I gotta move...

IN THE AIR - NIGHT

Spider-Man swings through the air.

Ben's voice plays in his head.

UNCLE BEN (V.O.)
Peter, you have a gift.

Spider-Man swings faster.

UNCLE BEN (V.O.) (cont'd)
A power.

ON THE SIDE OF A BUILDING

Spider-Man runs on the side.

He does a flip off of it and continues to swing.

IN THE AIR

Spider-Man continues to swing.

He looks down, a RECKLESS CAR. Not just any car. BEN'S CAR!

Spider-Man free falls down onto the car.

INT. BEN'S CAR - NIGHT

Vinnie looks up.

VINNIE
Shit.

EXT. ON TOP OF BEN'S CAR - NIGHT

Spider-Man PUNCHES THROUGH the car roof. He RIPS a HOLE IN it.

SPIDER-MAN
VINNIE!

VINNIE
Leave me alone!

Spider-Man grabs onto his face. Vinnie grabs his gun and shoots up. Spider-Man dodges every single bullet.

He punches Vinnie.

Vinnie takes it, he drives straight into the gate leading into the PIER.

Spider-Man leaps to the side.

Vinnie drives through the gate.

EXT. WAREHOUSE - NIGHT

VINNIE

Exits his car, dazed. He looks back into his car and grabs a BALACLAVA.

VINNIE
Freaks wanna wear masks? I got one too, you know!

He looks around and runs into the warehouse.

THE WAREHOUSE

Is old, run down, disgusting. It looks as if it's going to collapse on itself.

INT. WAREHOUSE, SECOND STORY - NIGHT

Vinnie stops. He looks around.

VINNIE
Think I lost him...

FOOTSTEPS. Vinnie turns.

Spider-Man's voice echoes through the warehouse.

SPIDER-MAN (O.C.)
How's it feel... killing an old man
in cold blood... taking his car.

Vinnie looks to the side, Spider-Man's shadow. He shoots.

SPIDER-MAN (O.C.) (cont'd)
Missed. I expected better, then
again... what do I expect from
someone who preys on the innocent.
The vulnerable.

VINNIE
Come on! Show yourself! Now!

SPIDER-MAN

Kicks Vinnie in the face.

Vinnie falls to the ground, he throws a punch at Spider-Man.

Spider-Man catches his fist and punches him in the face,
sending him to the ground.

VINNIE (cont'd)
All you got? Bitch!

Spider-Man lifts him up and throws him back onto the ground.
Vinnie coughs in pain.

VINNIE (cont'd)
Come on!

Vinnie points his gun at Spider-Man.

Spider-Man grabs the gun and throws it away from Vinnie. He
grabs Vinnie's wrist and BREAKS IT.

SPIDER-MAN
I ain't a helpless old man.

Vinnie kicks Spider-Man off of him, as he gets kicked off,
Spider-Man grabs Vinnie's mask, yanking it off.

Vinnie stands up. His face is visible under the pale
moonlight.

Spider-Man stops.

SPIDER-MAN (cont'd)
(Under his breath)
Wait...

A FLASH OF VINNIE IN THE ARENA HALLWAY.

SPIDER-MAN (cont'd)
You... you're the guy from the
arena...

VINNIE
Small world we live in, isn't it?

Spider-Man runs at Vinnie, kicking him in the face.

Before Vinnie can stand up, Spider-Man grabs him and SMASHES
HIS face into a window.

He throws him back onto the ground.

Spider-Man stands over Vinnie.

SPIDER-MAN
Why'd you do it...

VINNIE
What?

He grabs Vinnie by the collar, he draws his fist back --
ready to strike at Vinnie.

SPIDER-MAN
Tell me!

Spider-Man punches Vinnie multiple times in the face.

SPIDER-MAN (cont'd)
WHY'D YOU DO IT!
(Continues to punch)
ANSWER ME!

VINNIE
(Cries out)
I needed money for my ma!

Spider-Man throws Vinnie to the ground.

SPIDER-MAN
What?

Vinnie is blocking his face, terrified.

VINNIE
I was tricked into it... I didn't
mean to kill the old man! He caught
me by surprise!

Spider-Man grabs Vinnie by the collar.

SPIDER-MAN

What do you mean... *caught you by surprise?*

VINNIE

He came out of nowhere! I just wanted the car! It was in the garage!

SPIDER-MAN

You know what you did..? How hard he worked for it..? How hard his *nephew* worked just to help pay it?

VINNIE

I didn't know! I didn't know!

Spider-Man raises his fist. Vinnie blocks his face.

Ben's voice comes back to Spider-Man's head.

UNCLE BEN (V.O.)

With great power, there must also come great responsibility.

Spider-Man lowers his fist.

POLICE SIRENS BLAIR.

Spider-Man looks to the side.

VINNIE

You ain't gonna kill me?

SPIDER-MAN

It's not what he'd want...

Vinnie takes a deep breath. Spider-Man shoots a BLANKET OF WEB onto Vinnie. Keeping him stuck in place.

POLICE OFFICERS

Come in. Weapons drawn.

Spider-Man is gone.

EXT. BUILDING 4 - NIGHT

ON TOP OF THE BUILDING

Spider-Man looks down at the warehouse and all the police officers.

He takes his mask off.

Peter looks up to the sky.

PETER PARKER
I promise, Ben... I'll use what I was
given for good. I promise.

He looks back down.

Peter puts his mask back on.

He leaps down and swings away.

EXT. CEMETERY - DAY

CLOSE ON BEN'S GRAVESTONE.

PETER AND GWEN

Stand next to each other.

GWEN STACY
I'm so sorry, Pete. If there's
anything I can --

PETER PARKER
Don't. It's... I don't know.

GWEN STACY
I'm sorry. I just wanna help.

PETER PARKER
It's okay.

Peter sniffles as a tear drops.

GWEN STACY
He's in a better place now, Pete. He
is.

PETER PARKER
I'd hope he is.

He looks over at May, who's with ANNA WATSON. She's about
May's age.

GWEN STACY
I think your aunt needs you the most.

PETER PARKER
I had the money.

GWEN STACY
What?

PETER PARKER
The money for Ben's car.

Gwen looks at Peter "Wow."

PETER PARKER (cont'd)
I need to give it to her.

GWEN STACY
You do.

PETER PARKER
You know... I became Spider-Man just
to wrestle and make some cash. But...
something tells me... it's not what I
need to do.

Gwen grabs Peter's hand and places it on his heart.

GWEN STACY
Listen to your heart, Pete. Do what
you feel you need to do.

PETER PARKER
What if I don't know what that is?

GWEN STACY
Think what Ben would want.

Peter doesn't respond, he takes in Gwen's words. He looks at
the gravestone.

Gwen pats him on the back and walks away.

Liz speaks.

LIZ
Peter.

He looks up and back. Liz is actually talking to him.

PETER PARKER
Hey.

LIZ
Hey. I didn't know about this.

PETER PARKER
Who called you?

LIZ
It was on the news, Peter.

Peter doesn't respond.

LIZ (cont'd)
Look. Me and Flash broke up.

PETER PARKER
That's what you came to tell me?

LIZ
No. I wanted to tell you, I'm sorry
for everything.

PETER PARKER
You have nothing to apologize over.

LIZ
I'm talking about Flash... you know.
He's a jerk.

PETER PARKER
Yeah. He is.

LIZ
And the truth is, Peter... you're a
better guy.

PETER PARKER
Oh. Thanks.

Liz looks down and back at Peter.

LIZ
I'm moving, my dad's in jail... so...
gotta move. But, before I did. I
wanted to make things right with you
beforehand. Even if... it was my
boyfriend doing everything.

PETER PARKER
Thanks, Liz. I appreciate it.

Liz gives Peter a hug.

Peter pauses. He hugs her back.

GWEN, IN THE CAR

Looks over at Peter and Liz hugging. She sighs and the car
drives off.

INT. PARKER RESIDENCE, MAY'S ROOM - DAY

AUNT MAY

Is sound asleep, dry tears on her cheek.

PETER

Walks in. He's got a GROCERY BAG filled with THREE-THOUSAND DOLLARS in cash.

He drops the bag softly on the end of May's bed.

Peter leaves the room.

May wakes up. She looks around. May see's the bag of cash, she's puzzled.

IN THE AIR - DAY

SPIDER-MAN

Swings through the air.

CIVILIANS

Look up as he swings, they're surprised, pointing up at Spider-Man swinging.

He swings past a LITTLE GIRL, as he passes, a FLOWER is in her hand.

SPIDER-MAN

Does a back-flip in the air. He continues to swing.

SPIDER-MAN

Woo-hoo!

Spider-Man falls onto a TAXI and flips off of it, he continues to swing fast and swiftly.

It's a brand new day...

FADE OUT

POST CREDITS.

INT. APARTMENT - NIGHT

THE DOOR KNOB

Turns.

PETER

Enters. He looks around. Behind him is MR. DITKO, the LANDLORD.

Peter takes a quick glance, it's not the best apartment. His face is slightly-disgusted.

MR. DITKO

Don't worry, there's gas. Just pay your bill on time.

PETER PARKER

Right. Thank you.

INT. APARTMENT - LATER

Peter puts down a picture of

UNCLE BEN

On the counter.

PETER

Sits on the bed, he takes in a deep sigh of relief. He looks at his old suit.

A smirk grows on his face.

BLACK SCREEN. THE END.